



## Continuum of Care Board Policies

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Approved April 18, 2024



## Regional Task Force on Homelessness San Diego City & County

Policy: Full Membership	Policy Number: CoCBP1
Owner of Policy: Continuum of Care Board	

Original Effective Date:	Approved Date:
May 18, 2017	April 18, 2024

### 1. PURPOSE

The Continuum of Care’s Board (Board) is committed to the principle of accountability to the public. The Board will uphold a policy of openness and transparency, balanced with its roles in representing the interest of those served through the Continuum of Care (CoC).

This policy formally outlines rules and procedures to joining and maintaining membership in the CoC’s General Membership.

### 2. POLICY

The Board will ensure there are processes for:

- Application to join;
- Paying annual membership fees with applicable waivers:
- Processes for tracking eligible voting members.

All Full Membership policies outlined in the Board’s Governance Charter are incorporated herein by reference. To the extent any portion of this policy contradicts the Charter, the terms of the Charter shall prevail.

### 3. PROCEDURE

#### Application

Membership in the CoC’s Full Membership is open to organizations and individuals who support the mission to end homelessness in the San Diego Region. Those seeking membership must submit an application for the Full Membership, attend a minimum of two regularly scheduled Full Membership meetings each Fiscal Year and the annual meeting, and pay annual dues of \$50 for an individual member, and \$100 for an organizational membership. Annual fee waivers are available to Individual Members experiencing or



previously experiencing homelessness.

### Organizational Memberships

An Organizational Member may have an unrestricted number of representatives as part of the CoC's Full Membership. For purposes of voting, the Organizational Member shall annually designate up to three (3) representatives who are authorized to vote on behalf of the organization at CoC Full Membership meetings; however each organization shall be limited to one vote. Individuals who have a recognized role in a member organization (e.g., employees, board members, or consultants, or current service recipients) may become individual members of the RTFH but may not vote.

### Individual Memberships

Individual Members may not designate additional persons to represent them. There will be an unrestricted number of individual members representing the general community. Individual members must reside in San Diego County and may not vote if they are involved with Organizational Members as employees, board members, consultants, or current contractors.

### Levels of Engagement

#### Voting Membership:

Voting members are able to benefit from all of the areas identified for Non-Voting Members. To be eligible to vote on items brought forward to the General Membership, annual fees for the individual or organization must be current, and the attendance requirement of having been present for at least two meetings during the Fiscal Year, and having attended the Annual Meeting, must have been met.

#### Non-Voting Membership:

Individuals and organizations may have a Non-Voting Membership, and are not subject to the attendance requirements. Non-voting members are still able to benefit from the following areas:

- Strategic Collaboration Across the Region – remain informed on initiatives and provide a voice in the strategies
- Training and Education – access the latest education, training, principles, and best practices to end homelessness. Non-voting members may participate in learning collaboratives and ongoing training.
- Legislative Advocacy Opportunities – Stay abreast of advocacy opportunities and share views on legislative issues related to homelessness.
- Regional Planning – RTFH is the body responsible for a coordinated effective regional system to reduce and end homelessness in the San Diego region. Non-voting members are part of that system.



## Regional Task Force on Homelessness San Diego City & County

Policy: Board Member Recruitment and Selection	Policy Number: CoCBP2
Applicability:	Continuum of Care Board Members

Original Effective Date:	Approved Date:
December 8, 2016	April 18, 2024

### 1. PURPOSE

The purpose of this policy is to define the processes for nomination and selection of the Continuum of Care Board (Board). Board Members should provide an appropriate mix of skills to provide the necessary breadth, depth of knowledge and experience to meet the Board’s responsibilities and objectives. The Board aims for a composition that will appropriately represent the interests of the homeless crisis response system’s stakeholders, the local community, and will reflect diversity in its composition by recruiting members with varied geographical, social, economic, environmental, business, and cultural backgrounds. The Board should make an intentional effort to maintain a reasonable balance with respect to age, gender, race and ethnicity.

Board members are elected for a term of two years, and are eligible to serve on the Board for up to five terms, or a total of ten years. This provision does not apply to Appointed Seats.

Board members who have completed five consecutive terms, are eligible to serve on the Board following a minimum of a two-year hiatus from Board membership. Former Board members are eligible to serve on Standing and Ad-Hoc Committees.

### 2. POLICY

The Board should attempt, using its network of contacts, to identify appropriate individuals with needed diversity, skills and interests as potential Board members. Terms are staggered to ensure continuity; half are up for election each year. All Board recruitment and selection policies outlined in the CoC Board’s Governance Charter are incorporated herein by reference.

The Board will ensure there are processes for:

- Application to join;
- Criteria for selection;



- Notification of selection;
- Board member Expectations and Responsibilities

### 3. PROCEDURE

The Governance Advisory Committee shall annually assess the Board's diversity of experience, skills, sector representation, race/ethnicity, age and gender to ensure a representative Board. All actions in the recruitment and selection of members to the Board, shall be in alignment with the Governance Charter.

People seeking to serve on the Board must be either Organizational or Individual Members of the RTFH, and must be current on dues and have met General Membership meeting requirements. Please see CoC Board Policy #1 for additional information related to General Membership.

#### Flexible Board Seats and Designated Seats for People with Lived Experience

Annually, a public recruitment and application process shall be completed by the Governance Advisory Committee to solicit interested applicants for Flexible and Designated seats on the Board where current terms are expiring. Designated seats are specified for two Board members who have previously, or are currently, experiencing homelessness. Flexible seats can be filled by representatives of various sectors embodied by the CoC, including housing developers, healthcare justice, education, older adults, people with chronic physical and/or behavioral health conditions, and others as specified in Appendix E of the Governance Charter. Incumbents, who have not reached their five-term maximum limit, are eligible to apply to remain in their seat. Once the Governance Advisory Committee, in consultation with the CEO of the Regional Task Force on Homelessness, identifies a proposed slate of Board members for those seats where the term is expiring, the candidates will be included in the proposed Board Slate recommended by the Governance Advisory Committee to the Board, with a vote of the Board occurring at a public CoC Board meeting. The CoC Board-approved slate shall be proposed for ratification by the CoC Full Membership at their next regularly scheduled meeting.

#### Designated Board Seats for Service Providers

The RTFH shall regularly assess its representation on the Board to ensure diversity and expertise are reflective of the entire county and share that information with the General Membership on an annual basis. Service providers selected for the Board represent the providers within the region of the county they were selected for (e.g. Central, East, South, N. Inland, N. Coastal), and do not represent their specific organization.

In alignment with the open application process, applications will be solicited by the RTFH for upcoming vacancies for service provider seats. The Full Membership shall receive all of the submitted applications at least one week prior to a regularly scheduled CoC Full Membership meeting. At the CoC Full Membership meeting, voting members shall vote for a representative to fill each of the open service provider seats on the Board. An eligible voting member is defined as being current on dues and having met the attendance requirements for Full Membership meetings that year. Only one representative from an Organizational



Member is eligible to vote, as described in CoC Board Policy #1: Full Membership.

In rare instances, a vacancy may occur on the Board prior to the end of a term, and it is critical that the seat be filled prior to the next annual open recruitment. If that situation arises, the Governance Advisory Committee, in consultation with the RTFH CEO, shall determine if the seat is critical to be immediately filled. In the event that a candidate needs to be immediately identified to fulfill the remainder of the term for the vacated seat, applications will be solicited from potential candidates. When the original term expires, the seat shall be publicly opened.

### Appointed Board Seats

The Board includes eight appointed seats for specific organizations. The appointed seats include a member from the County's Board of Supervisors, a member of the San Diego City Council, a representative from one of the CDBG Consolidated Plan jurisdictions, the County's Health and Human Services Agency, the County's Public Housing Authority, the San Diego Housing Commission, the Workforce Partnership, and the U.S. Department of Veteran Affairs. In addition, the CoC Lead Agency's CEO or designee, serves as an ex-officio Board member. In the event of a vacancy in one of the Appointed Seats, the designated organization shall appoint a new member to complete the vacating member's term. When terms expire for the Appointed Seats, the designated organization shall identify whether the incumbent will continue for the upcoming term, or if a new organizational representative will be appointed to the seat.

### Annual Calendar

Below is an outline of major activities associated with selection of Board members on an annual basis. Throughout the year, Board seat vacancies that occur mid-term shall be filled by the appropriate body, and the selected individual will fill the remainder of the original term.

- Quarters 1-2: (July-December):
  - The Governance Advisory Committee shall assess the current membership on the Board to identify any gaps that need to be filled to ensure an inclusive, region-wide body.
- Quarter 3: (January-March):
  - An open recruitment process shall be conducted to solicit applications for expiring seats.
- Quarter 4: (April-June):
  - The Governance Advisory Committee shall evaluate applicants for Flexible and Designated Lived Experience Seats, and develop a recommended slate for the CoC Board. The proposed slate shall also include Appointed Seat representatives. The CoC Board shall vote on the recommended slate.
  - At the Annual Meeting of the General Membership, voting members will be asked to elect providers to fill vacating seats. In addition, they will be asked to ratify the Board's approved slate.



- Board Orientations shall be conducted for new members, including submission of signed Board Commitment Form and Conflict of Interest disclosures.
- Updated annual Conflict of Interest Disclosures are submitted by all Board members.



## Regional Task Force on Homelessness San Diego City & County

Policy: Board Policy Development	Policy Number: CoCBP3
Owner of Policy: Continuum of Care Board	

Original Effective Date:	Approved Date:
May 18, 2017	April 18, 2024

### 1. PURPOSE

The Continuum of Care’s Board (Board) develops policy and promotes the adoption of standards and best practices for the Continuum of Care (CoC). Board policies provide clarifying information in specific areas that are not addressed through the Governance Charter.

The purpose of this policy is to outline how Board policies are developed, approved and maintained, and to clarify the relation of Board policy with other administrative guidance such as regulations and handbooks. The Board policies are framed and meant to be interpreted in the context of applicable laws and regulations. Changes in needs, conditions, purposes and objectives as well as changes in state and federal laws and regulations may require changes in the Governance Charter or updates to Board policies.

### 2. POLICY

The Board will ensure there are processes for:

- Development of policy;
- Review and maintenance of policy;
- Adoption, waiver, and/or repeal of policy;
- Communication and availability.

To the extent any portion of this policy contradicts the Board’s Governance Charter, the terms of the Governance Charter shall prevail.

### 3. PROCEDURE

#### Development of Policy

As part of the annual Charter update process, the Governance Advisory Committee shall identify if there are any additional Board policies that are needed. Board policies complement the Governance Charter and outline practices of the Board that are not included within the





Governance Charter. In the event that the Board identifies the need for a new policy, the Governance Advisory Committee shall draft the policy for adoption by the Board.

#### Review and Maintenance of Policy

On an annual basis, the Governance Advisory Committee shall review existing CoC Board policies to determine if any need to be updated or considered for sunset. Recommendations shall be forwarded from the Governance Advisory Committee to the Board for approval as part of the overall Charter update process.

#### Adoption, Update, or Repeal of Policy

At least a two-thirds vote of the Board is required for the adoption, update, or repeal of a Board policy. The vote shall occur at a regularly scheduled Board meeting, or a special Board meeting called due to unforeseen circumstances.

A new policy proposal or policy change may be referred back to the Governance Advisory Committee when the Board determines the proposed policy action needs further study, and then brought back to the Board for approval.

#### Communication and Availability

The Chief Executive Officer of the RTFH, or designee shall establish and maintain an orderly plan for preserving and making accessible the policies adopted by the Board. A copy of all Board policies shall also be maintained on the RTFH website.



## Regional Task Force on Homelessness San Diego City & County

Policy: Updates to Governance Charter	Policy Number: CoCBP4
Owner of Policy: Continuum of Care Board	

Original Effective Date:	Approved Date:
May 18, 2017	April 18, 2024

### 1. PURPOSE

The Continuum of Care (CoC) is a collective impact organization and as such, is committed to the principles of inclusiveness and transparency. This policy formally outlines the process for updating the Governance Charter (Charter). The purpose of the Charter is to describe the role and function of the CoC Board in compliance with the HEARTH Act.

The Charter is framed and meant to be interpreted in the context of applicable laws and regulations. Changes in needs, conditions, purposes and objectives as well as changes in state and federal laws and regulations may require revisions, deletions and additions to the Charter.

### 2. POLICY

The Board will ensure there are processes for:

- Development of Charter updates; and
- Communication and availability.

To the extent any portion of this policy contradicts the Charter, the terms of the Charter shall prevail.

### 3. PROCEDURE

#### Development of Updates

On an annual basis, the Governance Advisory Committee (GAC) shall identify necessary changes to the Charter to ensure continued compliance with laws and regulations that specifically impact the operations of the CoC's Board, as well as revisions necessary to meet



local needs to strengthen processes and responsiveness to the San Diego region. Proposals regarding updates to the Charter may be initiated in writing by a member of the Board, or member of the General Membership. The GAC shall review proposals prior to bringing them forward to the Board for adoption.

Proposed annual Charter updates shall be publicly posted on the RTFH website for at least two weeks for input, and at least one community input session shall be hosted by GAC. Following review of community input, GAC shall finalize the proposed revisions to the Charter and RTFH shall ensure any necessary administrative and legal review is conducted.

### Annual Calendar

#### *Quarter Three (January to March):*

- GAC will review the current Charter to determine any areas for revision, including recommendations from RTFH
- GAC conducts at least one community input meeting to solicit feedback on proposed updates, and will review input received through the public posting on the RTFH website.

#### *Quarter Four (April to June):*

- GAC will finalize proposed changes, post them to public comment, and bring forward to the full Board for approval
- GAC will present the Charter, inclusive of the Board approved annual updates, to the next regularly scheduled Full Membership meeting for ratification by eligible voting members.

### Communication and Availability

The RTFH shall post the Charter on its website. Annual updates shall be posted on the RTFH website within one week of Board approval and General Membership ratification.



## Regional Task Force on Homelessness San Diego City & County

Policy: Code of Conduct and Conflict of Interest	Policy Number: CoCBP5
Applicability: Continuum of Care Board and Committee Members	
Original Effective Date:	Approved Date:
September 19, 2019	April 18, 2024

### 1. PURPOSE

The purpose of the Code of Conduct and Conflict of Interest Policy is to ensure processes are in place to maintain written standards and codes of conduct covering conflicts of interest and governing the actions of Continuum of Care Board (Board) members in the discharge of their responsibilities. The provisions of the Conflict of Interest policy are adapted from, and align with, the HEARTH Act and the Code of Federal Regulations, Section 578.95.

This Policy is intended to supplement and clarify, but not replace, any applicable state and federal laws governing conflicts of interest applicable to the Board. In the event of any inconsistency with applicable state or federal law, applicable law shall prevail.

### 2. POLICY

The Board shall follow the Code of Conduct and Conflict of Interest definitions and requirements as set forth in the HEARTH Act and CFR Section 578.95, Continuum of Care (CoC) Board members shall not participate in or influence discussions or resulting decisions concerning the award of a grant or other financial benefits to the organization that the member represents.

The Board will ensure there are processes for:

- Identifying potential conflicts of interest; and
- Adopting recusal processes when necessary

### 3. DEFINITIONS

#### **Interested Person**

Any member of the CoC Board (a “director”), principal officer, or member of a committee with board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person for purposes of this Policy. In addition to the parties noted, this Code of Conduct is also applicable to employees or agents, any member of his/her immediate family, his/her partner or an organization that employs any of the indicated parties.

#### **Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a.) An ownership or investment interest in any entity with which the RTFH has entered into, or proposes to enter into, any transaction or arrangement;
- b.) A compensation arrangement with the RTFH or with any entity or individual with which the RTFH has entered into, or proposes to enter into, any transaction or arrangement; or
- c.) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the RTFH entered into or proposes to enter into any transaction or arrangement.

However, notwithstanding the above and consistent with California Corporations Code Section 5233 regarding self-dealing transactions, a financial interest shall not include:

- a.) The compensation, typically director and officer stipends/per diems and reimbursement of expenses, of a director as a director or officer of the RTFH;
- b.) A transaction which is part of a public or charitable program of the RTFH if it: (i) is approved or authorized by the RTFH in good faith and without unjustified favoritism; and (ii) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the public or charitable program; or
- c.) A transaction, of which the interested director has no actual knowledge, and which does not exceed the lesser of 1 percent of the gross receipts of the RTFH for the preceding fiscal year or one hundred thousand dollars (\$100,000).

Compensation includes direct and indirect remuneration, as well as gifts totaling \$250 or more during the previous 12 months.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the Board or applicable committee determines that a conflict of interest is present.

## **4. PROCEDURES**

### **1. Duty to Disclose**

In connection with any transaction, discussions or resulting decisions or arrangement to which the RTFH is a party, where there is an actual or potential conflict of interest, an interested person must disclose the existence and nature of his or her financial interest to the CoC Board Members, and, if applicable, members of committees with board-delegated powers considering the proposed transaction or arrangement.

For example, a member would disclose the existence and nature of any financial interest in connection with a transaction or arrangement between the RTFH and the member, or between the RTFH and the agency that the member represents.

### **2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the potentially interested person, the CoC Board, or Governance committee if applicable, must make a determination whether an actual conflict of interest exists. The disinterested directors or applicable committee members shall determine on a case-by-case basis whether the disclosed interest constitutes an actual conflict of interest. Guidance for determining case-by-case will come for the 24 CFR especially for HEARTH these areas must be considered:

- Organizational conflict of interest (in 24 CFR part 578.95(c)),
- CoC board conflict of interest (in 24 CFR part 578.95(b)),
- Other conflict of interest requirements (in 24 CFR part 578.95(d)),
- Factors to consider when providing exceptions (in 24 CFR part 578.95 (d) (2)),
- Consider procurement of property and services (in 24 CFR part 578.95 (a)).

Among other matters, the HEARTH Act requires a collaborative process among member stakeholders for development and approval of HUD applications, and establishing funding priorities, with ultimate determinations made by the Board. At the same time, the HEARTH Act restricts directors from participation and influencing decisions concerning an award of a grant or other financial benefits to the organization the director represents. Because a key purpose of the HEARTH Act is to increase collaboration between service providers, the intent of the conflict regulation contained therein should be limited to prohibiting a Board or Committee Member from deliberating and voting on formal action (i.e., “decisions”) of the CoC Board when that action concerns an award of a grant or other financial benefits to the organization the Member represents.

### **3. Procedures for Addressing a HEARTH Act Conflict of Interest**

- a) A Board or Committee Member who represents a CoC agency may discuss and collaborate with and among stakeholders, and participate in committee or Board discussions concerning the development and approval of HUD applications, the establishment of funding priorities, and other matters of interest and responsibility of the RTFH.
- b) However, if and when the CoC Board or committee has a formal action on its agenda

whereby a decision will be considered and acted upon that involves the award of a grant or other financial benefit to a member agency, any Board or Committee Member representing that organization shall, at or prior to that meeting, disclose that relationship and publicly recuse himself or herself from any and all discussion or participation in that action. The meeting minutes shall reflect that disclosure and recusal.

#### 4. Procedures for Addressing a Non-HEARTH Act Conflict of Interest

- a) If the CoC Board or Governance committee, if applicable, determines after a financially interested person's disclosure that a conflict of interest is present, the interested person may make a presentation at the board or committee meeting about the conflict and respond to any inquiry regarding factual information related to the transaction or arrangement. The interested person shall recuse himself or herself from participating in any discussion, deliberation or vote concerning whether to enter into the transaction or arrangement.
- b) The chairperson of the CoC Board or Governance committee may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence appropriate for the circumstances, the CoC Board or Governance committee shall determine whether the RTFH can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances that would not produce a conflict of interest, the board or committee shall determine by a majority vote of the disinterested members whether the transaction or arrangement is in the RTFH's best interest, for the RTFH's own benefit, and whether the transaction or arrangement is fair and reasonable to the RTFH. In conformity with the above determination, the board or committee shall make its decision as to whether to enter into the transaction or agreement.

Notwithstanding the foregoing, compliance with any of the approval procedures set forth in California Corporations Code Section 5233 regarding self-dealing transactions shall constitute compliance with this Policy. Further, directors representing the RTFH's member agencies may participate in discussions pertaining to grants or awards to the member agency in a manner that is consistent with the HEARTH Act.

#### 5. Violations of the Conflict of Interest Policy

- a) If the CoC Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b) If, after considering the member's response and after making further investigation as warranted by the circumstances, the CoC board or committee determines that the director has failed to disclose an actual or possible conflict of interest, it shall take appropriate censure or other corrective action.

## **5. RECORDS OF PROCEEDINGS**

The minutes of meetings of the CoC Board and all committees with board delegated powers shall contain:

- a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the CoC Board's or committee's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any proposed alternatives, and a record of any votes taken in connection with the transaction or arrangement

## **6. COMPENSATION**

A CoC Board Member who receives compensation, directly or indirectly, from the RTFH for services may not vote on matters pertaining to that director's compensation, except for compensation of a director as a director or officer of the RTFH (e.g., per diem, reimbursement).

## **7. ANNUAL STATEMENTS**

Each director, principal officer and member of a committee with CoC Board delegated powers shall annually sign a statement that affirms such person:

- a) Has received a copy of the Conflict of Interest Policy;
- b) Has read and understands the Policy;
- c) Disclosed in writing any Conflict of Interest;
- d) Has agreed to comply with the Policy; and
- e) Understands that the RTFH is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.





## Regional Task Force on Homelessness San Diego City & County

Policy: Board Member Proxy Policy	Policy Number: CoCBP6
Owner of Policy: Continuum of Care Board	
Original Effective Date: May 18, 2017*	Approved Date: April 18, 2024

\*Repealed May 16, 2019

### 1. PURPOSE

The purpose of the Board Member Proxy Policy is to authorize Continuum of Care Board (Board) members up to one proxy representative at Board meetings, in the event the duly elected Board Member cannot attend a meeting. Board members are expected to attend at least 50% of the scheduled meetings during any fiscal year. The Governance Advisory Committee will consider the attendance of Board members when considering applications to renew terms on the Board.

The following policy and procedures are established for determining how proxies shall be designated and recognized. To the extent any portion of this policy contradicts the Charter the terms of the Charter shall prevail.

### 2. POLICY

The Board will ensure there are processes for:

- Proxy eligibility; and
- Proxy voting.

### 3. PROCEDURE

Each member of the Board shall have one vote. A member of the Board shall not designate another member of the Board as a proxy.

#### Eligibility

Each member of the Board may be represented by one proxy. The Board will automatically recognize as proxy any eligible member so designated in writing by the Board member within their application to serve on the Board. Changes in proxy will be recognized by the Board upon delivery of such written notification by the Board member to the Board Chair and the RTFH CEO. Written notification of proxy designation must contain the signature of the Board member authorizing the proxy.

In the event a written designation of proxy is not received by the Board Chair and RTFH CEO, the Board may approve an eligible member as proxy by a majority vote of the members



present as long as a quorum of the Board is in attendance.

Individuals identified to serve as proxies shall represent the same stakeholder group as the Board member. For designated seats, the proxy shall represent the same sector or organization of the seat, and for provider seats, the proxy shall represent the same region of the provider.

#### Voting Requirements

Members of the Board, or their duly designated and recognized proxy, must be present at the Board meeting to cast their vote on items being considered. No member of the Board, or their duly designated and recognized proxy, may cast a vote in absentia. Board members who are unable to attend meetings of the Board, and who are not represented by proxy, may have their comments on specific items being considered by the Board presented by submitting their comments in writing to the Board Chair and RTFH CEO. Such written comments may be presented for consideration by the Board but shall not constitute or be recorded as a vote by the absent member.



## Regional Task Force on Homelessness San Diego City & County

Policy: Standing and Ad-Hoc Committees	Policy Number: CoCBP7
Owner of Policy: Continuum of Care Board	
Original Effective Date: February 23, 2023	Approved Date: April 18, 2024

### 1. PURPOSE

The purpose of the Standing and Ad-Hoc Committees (Committees) Policy is to establish expectations and processes to be followed by Committees established by the Continuum of Care Board (Board).

### 2. POLICY STATEMENT

The Board values broad participation in decision-making. The Board uses committees to seek additional expertise and input on CoC activities, key issues, and community initiatives. The Board will ensure there are processes for:

- Approving Committee Chair(s) and conducting Committee Chair Orientations;
- Approving Committee Members and conducting Committee Member Orientations
- Maintaining an Active Committee

While having processes for Committees is critical, there are circumstances in which an exception is needed. In these instances, the board reserves the right to amend this policy at any time. If there is a conflict between this policy and the Governance Charter, the Governance Charter shall prevail.

### 3. POLICY

#### General

Committees are established by the CoC Board. They are advisory and assist the Board and staff by preparing recommendations for Board decisions. The CoC maintains Standing Committees, which are long term and are required by the federally mandated CoC program; and Ad-Hoc Committees, which are task-specific and time-limited. All Committee members shall annually sign a [Board and Committee Commitment Form](#).

RTFH staff are assigned to each Committee to provide support, guidance and consultation



regarding the Committee's discussions and how they support the overall CoC. Committees shall not exercise authority over or direct RTFH staff.

### **Composition**

The Board shall appoint at least one Board member to serve as Committee Chair. A Co-chair shall also be identified, but does not need to be a Board member. In the event the Committee Chair is no longer able to serve in that capacity, the Board shall appoint another Board member to serve as Chair. Committees generally should not exceed 12 members. Committee Chairs may request approval from the Board Chair and RTFH CEO if additional members add value to accomplishing the goals of the Committee.

Standing Committees: Shall include a minimum of two Board members, and may include non-Board members.

Ad-Hoc Committees: Shall include a minimum of one Board member, and shall include non-Board members.

### **Term**

Committee members serve a term of one year. Committee membership is reviewed annually in the final quarter of the calendar year. There are no term limits.

### **Selection Process**

Committee members shall be selected in accordance with the provisions of this policy and the CoC Governance Charter. All members (other than the Chair(s)) must be approved by the Board Chair and RTFH CEO. Committee Chair(s) shall be responsible for communicating with applicants. During the final quarter of each calendar year, the Committee Chair(s) shall consult with RTFH staff to assess committee membership and recommend changes for the upcoming year.

New Members: New applicants shall submit a [Committee Application](#) to the Committee Chair(s). Applicants recommended for appointment will be presented to the Board Chair and RTFH CEO for appointment.

Existing Members: Existing members shall submit an Application and provide an updated Board and Committee Commitment Form. The Committee Chair(s) will make recommendations to the Board Chair and RTFH CEO for reappointment. Board Chair and RTFH CEO will be advised on existing member(s) not being recommended for reappointment.

In the event a member steps away from a Committee during the member's term, the Chair(s) shall determine whether or not to fill the vacancy.

### **Quorum and Voting**

A quorum is defined as fifty-percent plus one of the voting members on the committee. A quorum is required for voting on any Committee action or approval.

## 4. EXPECTATIONS

### General

Neither Committees, nor their individual members, may engage in any of the following activities:

- Fill vacancies on the Board or any committee of the Board
- Amend or repeal the Charter or adopt a new Charter
- Create any other committees of the Board or appoint the members of committees of the Board
- Speak or act for the Board or RTFH unless formally given such authority for specific purposes
- Exercise authority over or direct RTFH staff
- Serve with a member of their household or immediate family or with a member that is an employer/employee on the same committee
- Have the power to employ any person for, or on behalf of, the Board or RTFH, or incur any expense, unless specifically authorized by RTFH

### Work Plan

Each Committee shall establish a work plan with up to five measurable goals to guide Committee activities. The Work Plan shall be approved by the Committee in the final quarter of the calendar year, and submitted by the Committee Chair to the Board Chair and RTFH CEO for approval. The Committee Chair may establish time-limited sub-committees or workgroups that report back to the overall Committee. The Work Plan should be reviewed and updated at least quarterly during a Committee meeting.

### Attendance and Participation

Committee members are expected to actively participate in Committee meetings and activities. In the event a committee member is unable to meaningfully participate, the Committee Member should discuss participation with the Chair(s) to determine continued membership. If a committee member fails to attend three (3) scheduled meetings during a year, the Chair(s) shall meet with the committee member and with the CoC Board Chair and/or RTFH CEO to discuss the ability of the member to continue their participation on the Committee.

### Committee Chair Orientation

Committee Chairs shall attend an annual orientation during the first quarter of each Calendar Year. The orientation shall be led by the Board Chair, Vice Chair, or Governance Advisory Committee Chair, along with the RTFH CEO. The orientation shall minimally include:

- Role of Committees in supporting the CoC Board
- Role of Committee Chairs including but not limited to, agenda planning, communication with members, facilitating meetings, review of minutes prior to distribution to committee members, and identifying new members as necessary
- Role of RTFH staff in supporting the Chair and Co-Chair and the work of Committees
- Developing the Committee Work Plan
- Process for bringing action or informational items to the Board
- Annual Committee reports to the Board



- Committee member orientation

### **Committee Member Orientation**

Within the first quarter of the calendar year, all committee members, including new and returning members, shall attend an orientation, conducted by the Chair(s) of the Committee with support from RTFH staff. The orientation shall minimally include:

- Role of the CoC
- Role of Committees in supporting the Board
- Role of RTFH staff in supporting the work of Committees
- Role and Purpose of the Committee
- Purpose of the Committee Work Plan and the current Work Plan
- Key items brought to the Board by the Committee in the past 1-2 years
- Committee Roster
- Committee Meeting Schedule

### **Removing Members**

Members who do not meet expectations may be recommended for removal by the Chair(s) in consultation with the Board Chair and RTFH CEO. Members recommended for removal will be contacted by the Board Chair and/or RTFH CEO.

## Calendar of Activities:

Quarter	Activity	Lead
January-March	<ul style="list-style-type: none"> <li>❖ Committee Chair Orientation</li> <li>❖ Committee Member Orientation</li> <li>❖ Review work plan</li> </ul>	<ul style="list-style-type: none"> <li>❖ CoC Board Chair, Governance Advisory Committee Chair, and/or RTFH CEO</li> <li>❖ CoC Board Chair and RTFH</li> <li>❖ Committee</li> </ul>
April-June	<ul style="list-style-type: none"> <li>❖ June: Annual CoC Board Retreat; review Committee needs</li> <li>❖ <i>Committees:</i> Review work plan</li> </ul>	<ul style="list-style-type: none"> <li>❖ CoC Board</li> <li>❖ Committee</li> </ul>
July-September	<ul style="list-style-type: none"> <li>❖ August: CoC Board implement Committee recommendations</li> <li>❖ Complete annual work plan</li> </ul>	<ul style="list-style-type: none"> <li>❖ CoC Board</li> <li>❖ Committee with support from RTFH staff to the Committee for existing committees</li> </ul>
October-December	<p>Committee Member Recruitment:</p> <ul style="list-style-type: none"> <li>❖ <i>Continuing Committees:</i> <ul style="list-style-type: none"> <li>○ Chair(s) identify existing members to continue participation and new members to fill vacancies.</li> <li>○ Applications accepted.</li> </ul> </li> <li><i>New Committees:</i> <ul style="list-style-type: none"> <li>○ Chairs identify potential committee members in consultation with RTFH CEO</li> <li>○ Applications accepted and reviewed.</li> </ul> </li> <li>❖ October: Committee fully seated</li> <li>❖ Review progress on Work Plan</li> </ul>	<ul style="list-style-type: none"> <li>❖ Committee Chair and Co-Chair with support from RTFH staff to the Committee</li> <li>❖ RTFH Staff for newly formed Committees</li> </ul>



## Regional Task Force on Homelessness San Diego City & County

Policy: Use of Artificial Intelligence Meeting Assistants and Meeting Recordings	Policy Number: CoCBP8
Owner of Policy: Continuum of Care Board	
Original Effective Date: October 19, 2023	Approved Date: April 18, 2024

### 1. POLICY STATEMENT

The Board shall ensure there are processes for:

- Prohibiting the use of Artificial Intelligence Meeting Assistants at any Continuum of Care (CoC) meeting; and
- Prohibiting recording of any CoC meeting or training without the prior consent of meeting attendees.

### 2. POLICY

The CoC is a collective impact body, and relies upon the engagement and participation of the community of providers and stakeholders throughout San Diego to address homelessness, as outlined in the [Regional Community Action Plan to Prevent and End Homelessness in San Diego](#). To ensure engagement from stakeholders throughout the county, RTFH routinely uses virtual platforms for meetings and trainings or educational sessions. The use of Artificial Intelligence Meeting Assistants, does not align with active engagement by the community, and can be used to record meetings without attendees' consent.

#### Artificial Intelligence Meeting Assistants

The use of Artificial Intelligence (AI) Meeting Assistants, of any type, is prohibited in CoC meetings convened by RTFH. This applies to the following:

- CoC Board, Committee, and Workgroup Meetings, including the CoC Board's Annual Retreat
- General Membership Meetings
- Trainings or Educational Sessions
- Other CoC meetings convened by RTFH

RTFH staff will immediately remove AI Meeting Assistants from any meetings, and will not allow reentry. At no time shall attempted meeting attendance through an AI Meeting Assistant be considered, or counted, as the individual's presence.





### Meeting Recordings

CoC meetings convened by RTFH shall not be recorded without the prior consent of attendees. RTFH does record meetings, and includes the opportunity for participants to acknowledge that they understand it is being recorded, when they join the meeting. RTFH staff shall not share the recordings outside of the organization.

## **3. PROCEDURE**

### Artificial Intelligence Devices

1. At the beginning of each meeting, the facilitator shall remind attendees of the CoC's policy prohibiting attendance via an AI Meeting Assistant.
2. Throughout the meeting, the RTFH administrative staff shall monitor participants for AI Meeting Assistants, and shall immediately remove any AI Meeting Assistants that join the meeting.
3. RTFH staff shall record the number of meeting attendees, excluding any individual or organization attempting to join through an AI Meeting Assistant.
4. Meeting attendance for individuals or organizations shall include only those who have attended the meeting personally, and have not attempted to attend through an AI Meeting Assistant.

### Meeting Recordings

1. RTFH staff shall engage the recording acknowledgement for each virtual meeting that is recorded, ensuring that participants are not allowed to join until they acknowledge that the meeting is being recorded.
2. Meeting recordings shall only be used by RTFH staff for the purposes of developing meeting minutes and verifying information.
3. Meeting recordings shall be maintained in files accessible only to RTFH employees.
4. RTFH will verbally acknowledge this policy at the start of all CoC meetings, as we are unable to gather consent from all attendees, we ask you please turn off any and all background AI recordings. If the AI recording is not eliminated, you will be removed from the meeting.