



# Governance Charter

Adopted on October 13, 2016, updated June 2018, updated June 2019

## 1. Organization

The name of this unincorporated organization is the Commission on Homelessness and Housing for Volusia & Flagler Counties (hereinafter referred to as the "COHH") acting as the Continuum of Care (CoC). HUD refers to this CoC as the Daytona Beach/Deltona/Volusia-Flagler Counties CoC (FL504 CoC).

## 2. Geographic Area

The COHH carries out its activities throughout all of Volusia and Flagler Counties, Florida.

## 3. Purpose

The purpose of the COHH is to:

- a. Promote community-wide commitment to the goal of ending homelessness;
- b. Provide funding for efforts by nonprofit providers, local governments and other private entities to re-house homeless individuals and families rapidly while minimizing the trauma and dislocation caused to homeless individuals, families, and communities by homelessness;
- c. Promote access to and effective utilization of mainstream programs by homeless individuals and families; and
- d. Optimize self-sufficiency among individuals and families experiencing homelessness.
- e. COHH will serve as the lead for the coordination of homeless efforts.

"Our mission is to develop and promote strategies to address the problem of homelessness and work collaboratively with all levels of government, nonprofit providers and the community-at-large. We will facilitate funding to provide emergency shelter; re-house homeless individuals and families rapidly; promote access to and effective use of mainstream programs by homeless individuals and families; and, optimize self-sufficiency among individuals and families in order to prevent and end homelessness in Volusia and Flagler Counties."

## 4. Responsibilities

The COHH is responsible for fulfilling four major duties, as follows:

- a. Operation of the COHH
  - i) Hold quarterly meetings of the full membership and COHH Board, with agendas published at least 5 business days in advance of the meeting. Minutes of each meeting will be recorded and published on the COHH website at least 5 business days after approval;
  - ii) Issue a public invitation annually for new members to join within the geographic area;
  - iii) Adopt and follow a simplified process and Board selection criteria and review, update, and approve the process at least once every 5 years;
  - iv) Appoint additional committees, subcommittees, or workgroups. Meeting notices and agenda will be published at least 5 business days in advance of meetings. Minutes of meetings will be recorded and published on the COHH website within no more than 5 business days after approval;
  - v) Adopt, follow, and update in three-year intervals a governance charter in consultation with the Collaborative Applicant and the HMIS lead;

- vi) For CoC and any other appropriate funding sources defined as “Grants”, establish performance targets appropriate for population and program in consultation with recipients and sub recipients, then monitor recipient and sub recipient performance, evaluate outcomes, take actions against poor performers, and report to HUD or any other appropriate funding source;
- vii) Establish a targeted performance approach for population and program type under the purview of the COHH or as administered by the COHH Lead Agency and HMIS Administrator to include: HUD CoC grants, Emergency Solutions Grant (ESG), Temporary Assistance for Needy Families Grant (TANF), Challenge Grant and local government grants; in consultation.
- viii) Establish and operate a centralized or coordinated assessment system in consultation with recipients of ESG Funds; and other funds available through the COHH.
- ix) Establish and follow written standards for providing CoC assistance in consultation with recipients of ESG Funds. At a minimum, these written standards must include:
  - (1) Policies and procedures for evaluating individuals’ and families’ eligibility for assistance;
  - (2) Policies and procedures for determining and prioritizing which eligible individuals and families will receive transitional housing assistance;
  - (3) Policies and procedures for determining and prioritizing which eligible families and individuals will receive rapid rehousing assistance;
  - (4) Standards for determining what percentage or amount of rent each program participant must pay while receiving rapid rehousing assistance; and
  - (5) Policies and procedures for determining which eligible individuals and families will receive permanent supportive housing assistance.
  - (6) Refer to established grant written standards.
- b. Designation and Operation of a Homeless Management Information System (HMIS)
  - i) Designate a single HMIS for its geographic area and designate an eligible applicant to manage its HMIS;
  - ii) Review, revise, and approve privacy, security, and data quality plans;
  - iii) Ensure consistent participation of recipients/sub recipients in HMIS; and
  - iv) Ensure that the HMIS is administered in compliance with HUD requirements.
  - v) Refer to established HMIS policy and procedures.
- c. Commission on Homelessness and Housing Planning
  - i) Coordinate implementation of a housing and service system;
  - ii) Conduct, at least annually, a Point-in-Time count of homeless persons that meets HUD requirements;
  - iii) Conduct an annual gaps analysis of homelessness needs and services;
  - iv) Provide information required to complete the Consolidated Plan(s);
  - v) Consult with State and local ESG recipients in the geographic area on the plan for allocating ESG funds and reporting/evaluating performance of ESG programs.
- d. Preparation of a CoC Application for Funds
  - i) Design, operate, and follow a collaborative process for the development of applications and approve submission of applications in response to a CoC Program Notice of Funding Availability (NOFA);
  - ii) Establish priorities for funding projects that includes state, federal, local, and private funding available;
  - iii) Designate the Collaborative Applicant to submit the application;
  - iv) The Collaborative Applicant must collect and combine the required application information from all projects within the geographic area and will apply for funding for COHH planning activities.

## 5. COHH Membership

### a. Open Membership and New Members

Membership in the COHH is open to all stakeholders in Flagler and Volusia Counties, including but not limited to, nonprofit homeless assistance providers, victim service providers, faith-based organizations, governments, businesses, advocates, public housing agencies, school districts, social service providers, mental health agencies, hospitals, universities, affordable housing developers, law enforcement, organizations that serve veterans and homeless and formerly homeless individuals.

Annually, the COHH shall issue a public invitation for any interested person within Flagler and Volusia Counties to become a member of the COHH with the applicable fees. The invitation will be sent to relevant organizations in both Counties and published in a daily newspaper widely circulated in both Counties.

New members may enroll at any time during the year by submitting a completed membership application to the COHH. The Board shall select a director to handle hardship cases. The Board will be responsible for all expenditures.

Membership fees will be reviewed annually and may be updated to reflect increasing costs associated with administering Commission on Homelessness and Housing/Continuum of Care Activities.

### b. Responsibilities and Voting Rights of Members

Most of the responsibilities of the COHH will be carried out by its Board with guidance and assistance from the Collaborative Applicant (with input from members), with the following exceptions:

- i) Members will vote directly to approve the governance framework set forth in this Governance Charter and any subsequent changes or additions to the Governance Charter;
- ii) Following initial approval of this Governance Charter, members will review, update, and approve changes to the Governance Charter in three-year intervals;
- iii) Unless the Board selection process is changed by a subsequent amendment to the Governance Charter, members will vote annually to elect directors to available board positions.
- iv) Issues presented to COHH members for a vote will be decided by simple majority of the votes cast by members' present at a dually called meeting.
- v) Members shall be given 10 business days to vote on issues sent electronically.

### c. Membership Meetings

- i) The full membership of the COHH shall meet at least quarterly. The quarterly meetings shall include a report on the COHH's activities, funding, and progress toward meeting goals. All COHH members shall be notified of the date and location of membership meetings.
- ii) The Annual Meeting will be the last Friday of August or if a conflict occurs, the closest practical date. The agenda for the Annual Meeting will include:
  - (1) The installation of Directors and Officers to serve on the Board;
  - (2) A review of any proposed changes to the COHH Governance Charter followed by a vote on those changes; and
  - (3) Any other business the Board chooses to put before its members.

### d. Notice of Meeting

- i) Notice of the place, date and time of each Membership Meeting, including the Annual Meeting, shall be sent to members by email or other reasonable means of communication at least 5 business days before the meeting date, along with the agenda for the meeting. The COHH yearly meeting schedule will be posted on the website. Notice of unscheduled meetings shall be sent to the members by email or other reasonable means of communication at least 5 business days. The membership will be given 10 business days to review matters.

## 6. Board

The COHH shall be governed by a Board, which will provide oversight and accountability for all COHH responsibilities.

### a. Responsibilities of the Board

Except for those responsibilities assigned to the COHH members (in paragraph 5.2 above), the Board will act on behalf of the COHH to fulfill the regulatory duties of a continuum of care set forth in 24 CFR § 578. The Board shall be responsible for approval and implementation of all COHH policies and procedures. Board members shall have a reasonable familiarity with the HEARTH Act, know the COHH, and through the Collaborative Applicant committee assignment, ensure that the COHH does all of its tasks.

### b. Board Membership

#### i) Composition

- (1) The Board will consist of an odd number of COHH members totaling no less than 21 and no more than 27. Board members should have a permanent address in either Volusia or Flagler County or be employed in Volusia and/or Flagler County. The Board must be representative of the stakeholder organizations identified in paragraph 5.1 and must include a representative of the COHH Collaborative Applicant, the HMIS Lead and at least one homeless or formerly homeless person(s). The sitting Board members will appoint representatives of no less than one third of the board membership from the following two groups: 1) Government; 2) Nonprofit Homeless Assistance Providers. The remaining Board members will be elected by the entire membership from the following; 3) Consumers and Advocates and 4) Community Stakeholders however it should not be limited solely to these groups. In accordance with HUD, the Board must at all times include at least one homeless or formerly homeless individual and should strive for a balanced representation from the entire geographical area to include each of the following suggested categories.

#### (2) Government Representatives

- (a) Flagler County
- (b) Volusia County
- (c) Cities in Flagler and Volusia Counties
- (d) Flagler and Volusia McKinney Vento Public School Liaisons
- (e) Flagler and Volusia Sheriff's Departments
- (f) Local Police Departments
- (g) Local Fire Departments
- (h) Local Correctional Facilities

#### (3) Nonprofit Homeless Assistance Providers

- (a) Emergency Solutions Grant (ESG) provider
- (b) Housing Opportunities for Persons with AIDS (HOPWA) provider
- (c) Veterans Services provider
- (d) Domestic Violence Services provider
- (e) Public Housing Authority

- (f) Emergency Shelter Provider
    - (g) Transitional Housing Provider
    - (h) Permanent Supportive Housing Provider
  - (4) Consumers and Advocates
    - (a) Health Care for the Homeless
    - (b) HIV/AIDS Consumer Board
    - (c) Community advocates
  - (5) Community Stakeholders
    - (a) Collaborative Applicant
    - (b) Business Leaders
    - (c) Regional funders (United Way of Volusia-Flagler, Community Foundation, etc.)
    - (d) Mental Health Providers
    - (e) Regional Employment Board
    - (f) Faith Organizations
    - (g) Chambers of Commerce
    - (h) Mental Health Provider
    - (i) Regional hospital or health care provider
  - (6) Homeless or Formerly Homeless Individual(s)
- c. Term of Office
- i) Directors will serve staggered terms of three years so that approximately one-third of directors will stand for election each year. There is no limit to the number of terms a director may serve.
- d. Nomination and Voting
- i) Each year the existing Board will solicit recommendations from COHH members and develop for Membership approval a Summary of Nominees for election to the Board. Nominees are required to submit a completed Board of Directors application and resume or summary of experience in no more than 250 words by the stated deadline. Nominees who fail to submit the required documents by the deadline will not be accepted. A Nominating Committee will be appointed to oversee the entire election process. Please see committee description under Section 8 Committees and Working Groups.
- e. Resignation and Removal
- i) Unless otherwise provided by written agreement, any director may resign at any time by giving written notice to the Chair. In addition, directors may be removed from the Board by a majority vote of remaining Board members for two (2) absences in a calendar year, misconduct, failure to participate, or violation of conflict of interest policies.
- f. Vacancies
- i) When a director resigns or is removed from the Board or cannot serve his/her full term for any reason, the Board may appoint another COHH member to fill the unexpired term. In the event a director resigns or is removed from the board, the board will accept the person appointed by the agency as an interim director until the term expiration date. Officers
- g. Office
- i) The officers of the COHH shall be a Chair, a Vice Chair, a Secretary and previous Board Chair.
- h. Election and Term
- i) The officers shall be elected by the COHH Board of Directors biannually on even numbered years, at the Annual Meeting. Each officer shall hold office for a term of two years and may not serve successive terms in the same office. No person may hold more than one office. The

Officers shall be active Directors who are voted on by the Board at the meeting prior to the Annual Meeting.

- i. Chair and Vice Chair
  - i) The Chair is responsible for scheduling meetings of the COHH, ensuring that the COHH meets regularly or as needed, and for setting the agenda for meetings in collaboration with the Executive Committee. In the absence of the Chair, the Vice Chair assumes the duties of the Chair.
- j. Secretary
  - i) The Secretary shall keep accurate records of the acts and proceedings of all meetings of the COHH Board or designate another person to do so at each meeting, including documenting all actions taken without a meeting. Such records will include the names of those in attendance. The Secretary shall give all notices required by law and by these Regulations. The Secretary shall perform such other duties as the COHH may designate and shall chair COHH meetings in the case of the absence of the Chair and Vice Chair.
- k. Previous Past Chair
  - i) Previous Past Chair will serve as a member of the executive committee.
- l. Resignation of Officers
  - i) Unless otherwise provided by written agreement, any officer may resign at any time by giving written notice to the Chair or the Secretary. Any such resignations shall take effect at the time specified within the written notice or if the time be not specified therein upon its acceptance by the COHH Board.
- m. Officer Vacancies
  - i) Vacancies among the officers may be filled for the remainder of the term by a vote of the majority of the COHH directors at any meeting at which a quorum is present.

## **7. Rules of Governance for the Board**

- a. Quorum and Voting
  - i) One third of the voting Board (I.e. Proxies are considered the designated alternate representative on record. An organization or agency may add or remove a proxy as needed.) shall be considered a quorum and shall be authorized to conduct Corporation business. Robert's Rules of Order shall apply.
  - ii) At all meetings, business items may be decided by arriving at a consensus. If a vote is necessary, all votes shall be by voice or ballot at the will of the majority of those in attendance at a meeting with a quorum represented. Each representative seat shall have one vote. No member may vote on any item which presents a conflict of interest.
- b. Proxies
  - i) Board members may have non-voting proxies attend meetings in their place.
- c. Notice of Meeting
  - i) Notice of the place, date and time of each Membership Meeting, including the Annual Meeting, shall be sent to members by email or other reasonable means of communication at least 5 business days before the meeting date, along with the agenda for the meeting. The COHH yearly meeting schedule will be posted on the website. Notice of unscheduled meetings shall be sent to the Board by email or other reasonable means of communication at least 5 business days. The Board will be given 10 business days to review matters
- d. Action Without a Meeting

- i) Any action that may be taken at any meeting of the COHH Board may be taken without a meeting if that action is approved, if all members are noticed on the proposed action in writing and given 5 business days to respond. In addition, the final vote shall be published to all members. When the Board reconvenes, they may choose to ratify or reverse the decision with a majority vote.

## **8. Committees and Working Groups**

- a. The COHH will carry out its responsibilities through the work of a number of Committees and Working Groups. All COHH Members may participate on Committees and Working Groups, with the exception of the Executive Committee, which must be made up of members of the Board of Directors. Policies and policy decisions made by Committees and Working Groups must be approved by the Board before taking effect. The Chair, Vice-Chair or Secretary will preside over the Board of Directors and Executive committee meetings. If neither Chair, Vice-Chair, or Secretary is available, the meeting will be cancelled. No limit will be set on how many or which committees board members may participate in, except that each Board member must be active in at least one active committee. Active participation means attendance at committee meetings and steady work on committee-assigned tasks.

- i) **Standing Committees**

- (1) The COHH shall have committees, as set forth below. Committee meetings shall be open to the public. Notices and agendas of meetings shall be posted on the COHH website five business days prior to the meeting. Minutes of the meetings shall be posted on the COHH website within five business days following approval by the Committee. Establishes requirement that meetings be open to the public and that notices of meeting and the agenda are to be posted on the website 5 business days prior to meetings. Minutes to be posted within 5 days after approval. Collaborative Applicant, HMIS Lead and committees will follow the guidelines set forth by the Strategic Planning Committee.

- ii) **Executive Committee**

- (1) The Executive Committee in conjunction with the Collaborative Applicant shall set agendas for Board meetings and shall carry out the work of the COHH between quarterly Board meetings. The Committee shall be made up of: the representative of the Collaborative Applicant, HMIS Lead Agency, the Board Chair, the Board Vice Chair, the Board Secretary, Previous Past Chair and a minimum of one additional members of Board.

- iii) **Attainable Housing Steering Committee**

- (1) The Attainable Housing Steering Committee will investigate, educate, coordinate and advocate for increased capacity of all types of housing in Volusia and Flagler Counties.

- iv) **Application Committee**

- (1) The Application Committee will:

- (a) Work with the Collaborative Applicant to design and implement a collaborative process for developing a consolidated application for Volusia-Flagler County programs and projects seeking CoC funding;
- (b) Review and rank local applications being submitted for available funding in accordance with the strategic plan.
- (c) Develop and oversee operation of a grievance process for agencies whose applications for funding have not been selected by the COHH.
- (d) Send ranking of Application Committee to the Full Board for approval.
- (e) The Committee Chair can make decisions to meet grant deadlines.

- v) **HMIS and Coordinated Entry Committee**

- (1) The HMIS and Coordinated Entry Committee will work with the HMIS Lead and the

Collaborative Applicant to:

- (a) Develop, annually review, and, as necessary, revise for Board approval a privacy plan, security plan, and data quality plan for the HMIS, as well as any other HMIS policies and procedures required by HUD.
- (b) Develop for Board approval and implement a plan for monitoring the HMIS to ensure that:
  - (i) Recipients and sub recipients consistently participate in HMIS;
  - (ii) HMIS is satisfying the requirements of all regulations and notices issued by HUD;
  - (iii) The HMIS Lead is fulfilling the obligations outlined in its HMIS Governance Charter and Agreement with the COHH, including the obligation to enter into written participation agreements with each contributing HMIS organization.
- (c) Oversee and monitor HMIS data collection and production of the following reports:
  - (i) Sheltered Point-in-Time Count;
  - (ii) Housing Inventory Chart;
  - (iii) Longitudinal Systems Analysis Report (LSA); and
  - (iv) Annual Performance Reports (APRs).
- (d) Oversee and monitor the Coordinated Entry System to include the following s:
  - (i) Coordinated Entry System progress
  - (ii) Coordinated Entry System Quarterly and Annual Reporting
  - (iii) Oversight of the marketing strategies for Coordinated Entry
- (e) Other Work Groups
  - (i) The COHH may establish committees or working groups as it deems necessary.
    1. Nominating Committee
    2. Strategic Planning Committee
    3. Point in Time Count Committee
    4. Individual Services / Outreach
    5. Family Services
    6. Unaccompanied Youth
    7. Other work groups as needed

## **9. Appointment of Agents and Designation of HMIS**

- a. Collaborative Applicant
  - i) The COHH will designate a Collaborative Applicant through a Memorandum of Understanding that sets out the specific responsibilities and outcomes required. The Memorandum of Understanding will be reviewed and renewed at three year intervals.
- b. HMIS Lead
  - i) The COHH will designate an HMIS Lead Agency through a Memorandum of Understanding that will be reviewed and renewed at three year intervals.
- c. Responsibilities of the HMIS Lead
  - i) The HMIS Lead is responsible for:
    - (1) Ensuring the operation of and consistent participation by recipients of, state and local funding, including oversight of the HMIS and any necessary corrective action to ensure that the HMIS complies with federal requirements;
    - (2) Developing written HMIS policies and procedures in accordance with §580.31 for all Agencies;
    - (3) Executing a written HMIS Participation Agreement with each Agency, which includes the obligations and authority of the HMIS Lead and Agency, the requirements of the security plan and privacy policy with which the Agency must abide, sanctions for violating the HMIS

- Participation Agreement, and an agreement that the HMIS Lead and the Agency will process Protected Identifying Information consistent with the agreement;
- (4) Serving as the applicant to the US Department of Housing and Urban Development (HUD) for CoC grant funds to be used for HMIS activities for the CoC's geographic area, as directed by the COHH, and entering into grant agreements with HUD to carry out the HUD-approved HMIS activities;
  - (5) Monitoring and enforcing compliance by all Agencies with HUD requirements and reporting on compliance to the CoC and HUD;
  - (6) Monitoring data quality and taking necessary actions to maintain input of high-quality data from all Agencies;
  - (7) Submitting a security plan, an updated data quality plan, and a privacy policy to the CoC for approval within six months after the effective date of the HUD final rule establishing the requirements of these plans, and within 6 months after the date that any change is made to the local HMIS. The HMIS Lead must review and update the plans and policy at least annually. During this process, the HMIS Lead must seek and incorporate feedback from the CoC and Agency. The HMIS Lead must implement the plans and policy within six months of the date of approval by the COHH.
  - (8) Will share the responsibilities in soliciting new Agencies to participate in HMIS with the COHH.
- d. Duties of the HMIS Lead
- i) COHH HMIS Policies and Procedures
    - (1) The HMIS Lead must adopt written policies and procedures for the operation of the HMIS that apply to the HMIS Lead, its Agencies, and the Commission on Homelessness. These policies and procedures must comply with all applicable Federal law and regulations, and applicable State or local governmental requirements. The HMIS Lead may not establish local standards for any Agency that contradicts, undermines, or interferes with the implementation of the HMIS standards as prescribed in this part.
  - ii) Unduplicated Count
    - (1) The HMIS Lead must, at least once annually, or upon request from HUD, submit to the COHH an unduplicated count of clients served and an analysis of unduplicated counts, when requested by HUD.
  - iii) Reporting
    - (1) The HMIS Lead shall submit reports to HUD and COHH as required.
  - iv) Privacy
    - (1) The HMIS Lead must develop a privacy policy. At a minimum, the privacy policy must include data collection limitations; purpose and use limitations; allowable uses and disclosures; openness description; access and correction standards; accountability standards; protections for victims of domestic violence, dating violence, sexual assault, and stalking; and such additional information and standards as may be established by HUD in notice. Every Agency with access to protected identifying information must implement procedures to ensure and monitor its compliance with applicable agreements and the requirements of this part, including enforcement of sanctions for noncompliance.
  - v) HMIS Standards
    - (1) The HMIS Lead will communicate any changes in HMIS standards and associated software updates to the agencies in a timely manner.
  - vi) Participation Fees
    - (1) The HMIS Lead may charge reasonable participation fees for Agency to help cover the

costs of software licenses and fees, training, reporting, and HMIS operations. Allowable participation fees will be determined by the HMIS Committee in consultation with the HMIS Lead and will be approved by the COHH Board.

#### **10. Responsibilities of the Agency**

- (1) An Agency must comply with federal regulations regarding HMIS.
- (2) An Agency must comply with Federal, state, and local laws that require additional privacy or confidentiality protections. When a privacy or security standard conflicts with other Federal, state, and local laws to which the Agency must adhere, the Agency must contact the HMIS Lead and collaboratively update the applicable policies for the agency to accurately reflect the additional protections.
- (3) All agencies receiving federal local, or state funds for housing programs, must agree to input data into the HMIS database and participate in funding the operations of the HMIS database.

#### **11. Joint HMIS Lead Agency Responsibility for Privacy**

- (1) The HMIS Lead and the Agency using the HMIS are jointly responsible for ensuring that HMIS processing capabilities remain consistent with the privacy obligations of the COHH.
  - (a) HMIS Designation
    - (i) The COHH designates a single Homeless Management Information System for its geographic area.

#### **12. Code of Conduct and Conflicts of Interest**

- a. Conduct and Attendance
  - i) Directors, committee members, and other COHH agents and employees must exercise care, diligence and prudence when acting on behalf of the COHH. These individuals must timely complete work they have agreed to undertake on behalf of the COHH. In addition, they must attend Board and committee meetings and be prepared to discuss matters presented for their deliberation. Absence without notice or explanation for three meetings within a calendar year or repeated failure to complete work assignments will be grounds for removal from the Board and/or committee assignments.
- b. Communication
  - i) The COHH Officers must review and approve all proposed publicity (e.g. press releases, etc.) referring to the organization, its officers and directors. Directors should release no information as a representative of the COHH to the media without prior clearance by the COHH Chair.
- c. Rules Regarding Conflict
  - i) Directors, committee members, and other COHH agents and employees must abide by the following rules in order to avoid conflicts of interest and promote public confidence in the integrity of the COHH and its processes. Failure to honor these rules will be grounds for removal from the Board and any of its committees.
  - ii) Directors, committee members, and other COHH agents and employees may not participate in or influence discussions or resulting decisions concerning the award of a grant or other financial benefit to:
    - (1) Any organization that they or a member of their immediate family represents. Immediate family includes (i.e., spouse, child, parent, sibling, in-law, or any other person living in the same household); or
    - (2) Any organization from which they or a member of their immediate family derives income or anything of value.
    - (3) Whenever COHH directors, committee members, agents, employees, or any of their immediate family members have a financial interest or any other personal interest in a

matter coming before the Board or one of its committees, they must:

(a) Fully disclose the nature of the interest; and

(b) Withdraw from discussing, lobbying or voting on the matter.

d. Disclosure

i) At the beginning of every meeting of the Board or committee, Board and committee members must disclose if they have any conflicts of interest or potential conflicts of interest regarding any business included in the meeting's agenda.

e. Abstention from Decision-Making

i) Any matter in which directors or COHH committee members have an actual or potential conflict of interest will be decided only by a vote of disinterested individuals. In addition, the minutes of any meeting at which such a vote is conducted must reflect the disclosure of interested directors' and committee members' actual or potential conflicts of interest and their abstention.

f. Annual Conflict of Interest Acknowledgement Form

i) COHH directors and COHH committee members must sign a conflict of interest form annually, affirming that they have reviewed the conflict of interest policy and disclosing any conflicts of interest that they face or are likely to face in fulfillment of their duties as directors.

**13. Approval of Governance Charter and Subsequent Amendments**

a. This Governance Charter and every subsequent amendment to it must be approved by a majority of COHH members. The COHH Board will invite interested COHH Members to participate in a review and discussion of the Governance Charter in three year intervals to improve the functioning of the COHH and maintain compliance with federal and state regulations. Based on consensus achieved through discussion, the Board will ask COHH Members to ratify the existing Governance Charter or approve proposed changes to the Governance Charter at the Annual Meeting.

