

Board of Directors Meeting  
Volusia Flagler Counties Homeless Continuum of Care

**Date:** July 11, 2014

**Time:** 1:00

**Location:** Salvation Army, LPGA Blvd, Daytona Beach

**Present:** Susan Clark (President)  
Milissa Extrim (Vice President)  
Shelly Campbell (Secretary)  
Jim Cameron  
Joni Casillas  
Barry Davis  
Dru Driscoll  
Pastor Douglas Hautz  
Robin King  
Shannon McLeish  
Bonnie Metz  
Janet Nickels  
Ray Salazar  
William (Bill) D. Turner  
Candace Wilkie  
Jeffery White

**Absent:** Michael Barr  
Michael C. Boyd  
Chris Bowley  
Donna DeMarsh  
Cheryl Fuller  
Robert A. Gary  
Sgt. Michael Lutz  
Gary Meredith  
Saralee Morrissey  
Beverly Robinson  
Carla Traister  
Anthony Woods  
Kris Zolondek  
Pastor Charles Solano

- I **Call to order:** at 1:09 PM by presiding officer Susan Clark.
- II **Quorum:** no voting policy established at present
- III **Reading and Approval of Minutes:**
  - A. Shannon McLeish requested minutes be sent to board members five days prior to meeting.
    - i) Bill Turner motioned to accept June 27, 2014 minutes and Ray Salazar provided second. President Clark called a vote and the motion carried unanimously.
- IV **Recognition and other news:** No recognition or other news
- V **New Business:**
  - A. **Draft Governance Charter Discussion and Proposed Revisions:**
    - i) Section 3: Purpose:

- (1) Robin King suggested we add language of “prevention” to our purpose.
  - (a) The section will be updated to read, “promote community-wide commitment to the goal of **preventing** and ending homelessness;”
- ii) Section 4.1: Operation of VFCoC:
  - (1) Joni Casillas suggested the section regarding establishing performance standards and providing letters of support should include all local, state and federal funding, in addition to the ESG funds.
    - (a) The section will be updated to read, “For COC, ESG, and **all local, state and federal** funding,” in each place it currently reads “COC and ESG” funding.
- iii) Section 5: CoC Membership:
  - (1) Section 5.1: Open Membership and New Members:
    - (a) This policy was previously adopted by the entire CoC board.
  - (2) Section 5.2: Responsibilities of Members:
    - (a) Joni Casillas suggested the review and updating of the Governance Charter should be performed annually, rather than every five years as stated in draft charter.
      - (i) The section will be updated to state, “**Every year** following the initial approval of the Governance Charter, members will review, update, and approve changes to the Governance Charter.”
  - (3) Section 5.3: Membership Meetings:
    - (a) Shannon McLeish and Joni Casillas suggested the full membership board meet at least “quarterly”, as opposed to currently language which requires only semi-annual meetings.
      - (i) This language will be changed to reflect the change and state, “The full membership of the CoC shall meet **at least quarterly.**”
- iv) Section 6.2: Board Membership:
  - (1) 6.2.1: Composition:
    - (a) The list of stakeholders in the draft Governance Charter will be updated to reflect the current list of stakeholders elected to the Board.
      - (i) Bill Turner suggested “Volusia-Flagler Coalition to End Homeless” be removed from community stakeholders. Instead, the board agreed to add a general “**Homeless Provider Agency**”
    - (b) Section 6.2.4: Resignation and Removal:
      - (i) Big John recommended we specify the number of unexcused absences required to remove a board member. The board agreed to limit the unexcused absences to three.
        1. The language will be changed to read, “In addition, directions may be removed from the Board by a majority vote of remaining Board members for more than **three unexcused absences**, misconduct, failure to participate, or violation of conflict of interest policy.”
  - (2) Section 6.3.2: Election and Term:
    - (a) Election and Term:
      - (i) Robin King suggested we cap the number of terms officers can serve consecutively. The board agreed on two successive terms.

1. The updated section will state, "Each officer shall hold office for a term of one year and can be elected for **no more than two successive terms**, if elected by the Members."
- (3) Section 6.3.4: Secretary:
    - (a) The language will reflect our policy that minutes are sent **five days prior to meeting** dates.
  - v) Section 7: Rules of Governance of Board:
    - (1) Section 7.1: Quorum and Voting:
      - (a) Robing King suggested we remove the language the words "real or perceived" to prevent subjectivity.
        - (i) The last sentence will now read, "No member may note on any item which presents a conflict of interest."
    - (2) Section 7.3: Action Without a Meeting:
      - (a) The board unanimously agreed this policy should only be used in emergency situations and in the policy of transparency; meetings should be called if at all possible.
      - (b) The following language will be added to the section to add safeguard should action be needed without a meeting
        - (i) **All members must be noticed on the proposed action and given three business days to respond;**
        - (ii) **The final votes of the members must be published to all members; and**
        - (iii) **When the board reconvenes, they may ratify or reverse such action by a majority of the board.**
  - vi) Section 8: Standing Committees:
    - (1) Section 8.1: All committees:
      - (a) The language will be changed to reflect the Board's desire to provide notice and agendas prior to committee meetings
        - (i) The section will read, "**All committee meetings will be open to the public. The committee chair shall send notice of meetings 5 days prior to meeting date along with agenda.**"
        - (ii) We will also add, "**Minutes of the meetings will be posted five business days following the approval of the committee.**"
    - (2) Section 8.1.2: Planning and Performance Committee:
      - (a) President Clark suggested we use the work planning rather than performance and remove administrator from the first sentence and add Collaborative Agent and HMIS lead.
        - (i) The first sentence will now read, "The **Planning** Committee will collaborate with the Collaborative Agent and HMIS Lead, CoC funded entities, and CoC Membership to:"
  - vii) Section 9: Appointments of Agents and Designation of HMIS:
    - (1) Section 9.1: Collaborative Agent:
      - (a) Dru Driscoll suggested we not list our Collaborative Agent or HMIS Lead in our Governance Charter as it may change. We should only list that a Collaborative Agent will be appointed.

- (i) The section will be updated to state, **“VFCoC shall appoint a Collaborative Agent through a Memorandum of Understanding that sets out the specific responsibilities and outcomes required.”**
- (b) Section 9.2: HMIS Lead
  - (i) The section will be updated to state, **“VFCoC shall appoint an HMIS Lead through a Memorandum of Understanding that sets out the specific responsibilities and outcomes required.”**
- viii) Section 10: Code of Conduct and Conflicts of Interest:
  - (1) No changes were made to this section; however, the Board did discuss formalizing a membership voting policy in the future.
  - (2) Section 10.2.11: Abstention from Decision Making:
    - (a) Robin King suggested we remove the word “potential” from the last sentence of this section.
      - (i) The new language will read, “In addition, the minutes of any meeting at which such a vote is conducted must reflect the disclosed of disinterested directors’ and committee members’ actual conflicts of interest and their abstention.”
- ix) Section 11: Approval of Governance Charter and Subsequent Amendments, as discussed. The Sections shall read:
  - (1) “This Governance Charter and every subsequent amendment to it must be approved by a majority of VFCoC members. The VFCoC Board will invite interested CoC members to participate in a review and discussion of the Governance Charter every year to improve the functioning of the VFCoC and maintain compliance with federal and state regulations. Based on a consensus achieved through discussion, the Board will ask VFCoC Members to ratify the existing Governance Charter or approve proposed changes to the Governance Charter at the Annual Meeting.”

**VI Open Forum:**

- A. Anita Lapidus suggested we look into whether to remove “potential conflicts” in Section 10.2.11 because language of Interim Rule is subjective.
- B. Debbie Chico advised board there will be a prayer vigil on July 16, 2014 at 6:00 PM for Decriminalizing Feeding the Homeless.

**VII Adjournment:**

- A. There being no further business, President Clark declared the meeting adjourned by unanimous consent.
- B. Meeting adjourned at 3:30.

Respectfully submitted by,

Shelly M. Campbell  
Secretary

Adopted by the Board in the meeting  
of \_\_\_\_\_,  
(Date of Meeting)

\_\_\_\_\_  
(Signature of Presiding Officer)