

CAP SOLANO, JPA

COMMUNITY ACTION PARTNERSHIP OF SOLANO JPA

"Strengthening Agencies Working To End Poverty and Homelessness"

REGULAR MEETING

THURSDAY–NOVEMBER 20, 2014 10:00 pm –12:00

SUISUN CITY COUNCIL CHAMBERS: 701 CIVIC CENTER DRIVE, SUISUN, CA

A G E N D A

If you wish to address any item listed on the Agenda, please feel free to participate in the discussion so CAP Solano can fulfill its purpose of being a forum for interagency cooperation and coordination of efforts designed to strengthen agencies working to end poverty and homelessness. CAP Solano does not discriminate against persons with disabilities and holds meetings in accessible facilities. If you wish to attend this meeting and you require assistance in order to participate, please call CAP Solano at (707)422-8810 at least 48 hours in advance of the event to make reasonable arrangements to ensure accessibility to this meeting. For items not listed on the Agenda, please see items from the public comment section below.

1. **Call to Order**
2. **Roll Call – Quorum consists of representatives from at least 4 member entities.**
Members are: Fairfield, Vallejo, Benicia, Suisun, Rio Vista, and Solano County
3. **Presentations – Welcome New JPA Members Emily Cantu from Vacaville and Tim Chapa from Rio Vista**
4. **Public Comments – 2 Minutes**
This is your opportunity to address the members on matters not listed on the Agenda, but it must be within the subject matter jurisdiction of CAP Solano. Please limit your comments to two minutes so that CAP Solano may complete its agenda in a timely fashion.
5. **Additions to or Deletions from the Agenda** **ACTION**
6. **Approval of the Agenda** **ACTION**
7. **CONSENT CALENDAR -** **ACTION**
7.1 Approve JPA Minutes of Regular Meeting October 6, 2014 and Special JPA Meeting October 29, 2014
8. **OLD BUSINESS -**
8.1 Update on Negative Cash Balance **DISCUSSION**
8.2 2014 Biennial Notice for Conflict of Interest Codes **ACTION**
8.3 MOU CAP Solano, JPA and CAP Solano, Inc. Extension **ACTION**
8.4 RFP for Staffing JPA **ACTION**
8.5 RFP for Point In Time Count **ACTION**
8.6 Tripartite Board Policy for JPA **ACTION**
8.7 Other Transition Items from Nonprofit to JPA **DISCUSSION**
9. **NEW BUSINESS:**
10. **COMMENTS FROM BOARD MEMBERS** **COMMENTS**
11. **STAFF REPORT**
12. **ADJOURNMENT**

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Item 7: CONSENT CALENDAR**ACTION****7.1: Approve Minutes of Regular Meeting of October 6, 2014 and Special JPA Meeting October 29, 2014**

Purpose: To approve the Minutes of Regular Meeting of October 6, 2014 and Special JPA Meeting October 29, 2014

Recommendation from staff: Approve the Minutes of the Regular Meeting of October 6, 2014 and Special JPA Meeting October 29, 2014

Discussion: The action of approving the Minutes is a requirement of the JPA Bylaws and funding sources.

This is a routine action item handled after each regular meeting of CAP Solano, JPA.

This action will maintain compliance with federal, state and local requirements.

Financial Impact: None.

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MINUTES OF October 6, 2014 CAP Solano JPA

1. **Call to Order:** Meeting was called to order by Kat Lawton, Chairperson of CAP Solano JPA at 1:06 pm
2. **Roll Call:** A quorum was reported by staff.

Members Present: Kat Lawton; Dawn La Bar; Anne Putney, Ron Grassi

Members Absent: Matt Hart

Public: Cynthia Nagendra, Carolyn Wiley, Emily Cantu, Carol Elliott, Nicole Holloway, Representative from Benicia and representative from Supervisor Erin Hannigan's Office **Staff Present:** PJ Davis, Kari Rader

3. **Presentations – None**
4. **Public Comment:** None
5. **Additions/Deletions to the Agenda:** None
6. **Approval of the Agenda:** On a motion and second (La Bar/Grassi) and hearing no further discussion the motion carried unanimously to approve the Agenda.
7. **Consent Calendar:**
 - 7.1 Approve JPA Minutes of the regular meeting, September 8, 2014
On a motion and a second (La Bar/Putney) the minutes were approved.

8. **Old Business:**

8.1 **Update on Negative Cash Balance**

DISCUSSION

Davis update as of this morning, Oct 6, 2014, that the CAP Solano auditor was working in a backward motion to see how the County came up with the original amount of the negative cash balance. Grassi offered the CPA to come to the County. The CPA is saying, according to Davis that based on her audits she does not see how the JPA could have had that high of a negative cash balance. Grassi requested the Auditor complete her research before giving a response. Grassi and the H&SS Auditor met and said the CAP Auditor would be given access to the County's system "In - Documentation." Davis asked if the 2013 \$86,975 was used to offset the negative cash balance. Grassi said that the \$86,975 from 2013 is being held to post against negative cash balance. Davis then asked about the HAC's amount of \$5,628.75. Grassi stated it is being held in accrual and will also be held against the negative cash balance. Grassi will ask auditors to send out a formal letter. He also stated that until the CAP Auditor is finished everything will be on hold. Grassi was asked to put all activities in writing for CAP Solano JPA members.

8.2 **Transition of CAA Designation to CAP Solano JPA** a. **Status of RFP for MOU Scope of Work**

DISCUSSION

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- 1) Staffing
- 2) Scope of Work
- 3) Funding Available

Grassi stated that the RFP is a work in progress. He also stated that he got a call from the State and they are willing to help us. They want to meet on the 13th or 15th. Grassi will confirm time and date with the State. It was stated that we cannot have 3 Board members at the meeting because of the Brown Act. La Bar cannot make it on the 15th so Grassi and Lawton will be the Board members in attendance. That will start the process of planning for CSBG funding.

Grassi brought up the building of the tripartite board. La Bar said applications should be submitted to the JPA. Davis stated there is a State approved process for finding low income members, it is in the By Laws and is a State approved process.

Membership is made up of:

- 1/3 governmental elected appointed by any official
- 1/3 business professional (can be COC members)
- 1/3 low income (also can be COC members)

Davis said she would send out the State's process to the JPA Board. Davis asked if the Board had a process for accepting members, there should be a document stating this is the process. It was suggested maybe a call to the State would help, or we could have a special meeting. There will be a meeting on Monday October 20, 2014 at 9:30 am to approve the membership policy for the JPA Tripartite Board. The meeting will be followed by the HFS Solano meeting to approve the HUD NOFA Rank and Review to approve the Priority Listing for the HUD NOFA from the Rank and Review Committee. La Bar has the key to the office as staff may not be there by 9:30 that morning. LaBar requested that Davis send out the policy today.

b. Items to Address

DISCUSSION

- 1) Office Space – Identify New Office
- 2) Equipment – Copier – Computers
- 3) Furniture
- 4) Phone Number – Internet

c. Establish New Tripartite Board

DISCUSSION

d. Communication with State CSD Office on new community action plan.

DISCUSSION

Davis stated that she gave six months notice which will mean the space is secure until the end of February. She also said that the JPA will have to house whoever they have as staff and mentioned that years ago the County supplied office space for she and Deb Williams at no cost. It is not clear if the RFP will include staff or rent dollars. Davis stated that the discussion needs to begin on how to resolve these upcoming issues. CSBG covers the copier and the computers. La Bar asked what was leased or purchased, Davis responded that only the copier is on a lease and can be cancelled at any time with 30 day notice. Items were purchased under the Non Profit under the scope of work from the JPA. The majority of the furniture was donated other than the tables and chairs in the training/meeting room. Grassi said he would talk to the State about it.

Davis stated that the JPA/Nonprofit MOU ends December 20, 2015 and asked does it end there or do we extend it to December 31, 2014? Lawton stated yes we should

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extend it. Davis requested that technology be addressed on the next JPA meeting agenda. The New Tripartite Board was discussed and staff will send language from the CAP Solano Inc. By Laws. December 31, 2015 the current plan expires, changing scope of work, budget etc. Lawton asked that the current CAA Plan be sent to members. Davis stated she had just sent it 6 weeks ago. Lawton stated that a needs assessment typically starts in November of 2014 for the period of January 2016 through 2018. Davis confirmed the planning process would normally begin October 2014 with a full needs assessment; planning; writing the Community Action Plan with Scope of Work and Budget; submitted to CSD by June 30, 2015 to be approved and implemented January 1, 2016. Lawton questioned having enough time to evaluate a needs assessment and write a new plan to be submitted and approved by CSD and implemented by January 1, 2015. Grassi said that was a good question for the State and wants to talk to the State first. La Bar wants everything on the agenda for everyone to review. Internally we need to make the decision to make a change. La Bar suggested the Board:

- 1) Look at what Davis sent out (CAA Plan)
- 2) Review and see what needs to be changed,
- 3) It may be fine as it is.

Discussion ensued regarding needing to make a collective decision on any change, setting up the tripartite board, that everyone should have input before we present it to the State and what is the procedure for change. La Bar questioned the process for change, not what is changing.

8.3 New Memorandum of Understanding between Solano County and CAP Solano JPA

DISCUSSION

The MOU is in process and may include staffing. HomeBase will provide technical assistance for the NOFA. There is a question as to the cost of doing the Point In Time (PIT) Count. Grassi suggested that half of the \$86,975 go to HomeBase for the HUD NOFA process and half go towards PIT and staff for ½ a year. Davis asked how much staff s need for three Boards.

8.4 2014 Biennial Notice for Conflict of Interest Codes Draft Conflict of Interest for CAP Solano, JPA

DISCUSSION

Davis stated that the HFS Conflict of Interest took CAP Inc. off and added JPA. She said it needs to be approved by December and she could put it on the November agenda. Grassi would like to have County Council review it. Davis just needs to know if she should put it on the agenda for or discussion/action. Yes, will be put on the November JPA Agenda for approval.

8.5 HMIS (Homeless Management Information System)

DISCUSSION

Staff gave update that software upgrades have been completed and that all users have been trained on the updated system.

9. NEW BUSINESS:

9.1 Community Action Standards

DISCUSSION

Davis discussed the CAA Public Standards for Community Action, versus the private standards we are accustomed to. She stated that it should not be too difficult to adjust

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to, however the standards need to be met for funding purposes. She discussed the procedure for funding from the State, 50% of the funding will be awarded to those in compliance with the standards, and the other 50% will go into a competitive pool. The JPA will have to get up to speed on the public standards. She mentioned the Theory of Change link and that policies will need to be approved by the Board. She also stated that there are compliance issues with ROMA and that ROMA is built into the standards.

10. Comment from the Board

COMMENTS

Grassi mentioned that he attended the Steering Committee meeting for the Solano Safety Net and that he got the contact for an Affordable Housing Contractor. La Bar recognized Rader for the minutes.

11. Staff Report

- a. Davis stated that the Non Profit is itself a NP Organization and recommends revising or revamping it to provide training that may be needed and suggested that a name change should take place.
- b. Elliott offered to help with the NOFA process and requested access to e-snaps.

12. On a motion and a second (La Bar/Lawton) the meeting was adjourned at 2:24 pm

Respectfully submitted: Kari Rader

Adopted: _____

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MINUTES OF October 29, 2014 CAP Solano JPA

1. **Call to Order:** Meeting was called to order by Kat Lawton, Chairperson of CAP Solano JPA at 10:03 am
2. **Roll Call:** A quorum was reported by staff.

Members Present: Kat Lawton; Dawn La Bar; Anne Putney, Ron Grassi, Matt Hart

Members Absent: None

Public: Emily Cantu, Carol Elliott, Nicole Holloway, Samina Masood, Peggy Nelson, Pamela Harrison, Ashley McIntyre, Dan Marshall, Terry Anne Stephen, Brigit Reilly, Ann Cardwell, Joe Uchishiba. **Staff Present:** PJ Davis, Kari Rader

3. **Public Comment:** None
4. **Additions/Deletions to the Agenda:** Grassi requested that item 6 on the agenda be moved to after item 9 and before item 10 and that 10b. be moved to the Agenda for the next meeting. He mentioned that the designation of the CAA is now with the JPA which is a local issue not necessary to be discussed with the State representative. Pam is here from the State and she will help us with moving forward. La Bar seconded the change.

Hart requested a review of things that have transpired over the last months so that we can get a sense of where we are coming from and where we are going. Specifically how things are going to transition by January 1, 2015 which is the effective date for the change in designation. Grassi said that perhaps it could be put in the November agenda. Lawton seconded. Item number 7. Putney opposed. Carries.
5. **Approval of the Agenda:** On a motion and second (Hart/Lawton) and hearing no further discussion the motion carried unanimously to approve the Agenda. Putney opposed. Agenda is approved with proposed changes.

Review of what has happened to this point:

Hart discussed 2003 to 2011 we were approximately \$750,000 in the hole. He mentioned that the County was tracking our funds. Grassi asked if a Bank was responsible for clients writing checks without funds. Our auditor controller was acting as your bank. If bank is overdrawn Hart said that the county never let us know we were behind. Grassi stated that CAP Solano Auditor is going to meet with the County Auditor office and that has not yet happened. Hart sees it that the County came to us and then suddenly the amount went down the \$350,000. Grassi said that it did not just go down, but that it was a mismanagement of HUD funds which Carol Elliott tracked. Hart said it was reduced and we asked for an accounting of the \$350,000, but that you did not give us an accounting for that amount. Grassi said that all the accounting available was made available to CAP Solano Accountant. Hart asked if Davis had seen the information she said she did but the auditor

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had to physically go to the County because a lot of the activity says journal entry and she has no way of backing that up. Grassi stated that everything is in "Documentum". Grassi stated that the County was happy to have Sue Goranson come and look at their records. La Bar said that in previous meeting Hart had requested this accounting. She wants to get to where we are now and see what is the status of the auditors meeting so we can get to the bottom line. No sense in arguing about a number that we don't know what it is. Hart wants to define that and La Bar supports him. Davis said that according to our Auditors records she cannot figure out how that amount is owed. Hart thinks we made a mistake in agreeing to pay anything back before we solve what it is we actually owe on paper. Grassi is waiting for auditors to get together. Hart is disturbed that for several years the county did not let us know we were behind. Grassi said that the client should be responsible for checks that are written. Hart asked how can this go on for 7 years without anyone noticing it? Hart again asked why it took so many years for this to come up. Grassi stated that that was a discussion for the auditors and he did not have an answer for that.

Hart also wanted to mention that the original plan when Grassi came in was to combine the HFS and JPA Boards. La Bar said original goal was to see if it would be a fit and that is why we had the working groups to determine that. And the working group worked out all of those issues. It was determined that it would not move forward. Grassi stated that it was not possible for the two Boards to join because the JPA is a legal entity. There were several meetings and now the HFS Board has modified their Board to include each of the JPA members. By a unanimous vote it was agreed to have each city and the county on the HFS Board. JPA is now imbedded with the HFS Board so we can all work closely with the community based organizations. We need a collaborate approach to solve homeless needs and increase affordable housing. Hart asked if that was the only charge. Grassi said yes and it was voted on by the entire COC general membership. Hart asked who makes ultimate decisions and what is the role of the JPA now? Grassi stated that the JPA is a collaborative of the cities and county, our roles are the Community Action Agency, to transition the CSBG funding, the JPA is the HMIS lead and the Collaborative Applicant for the HUD grant. Hart said the JPA is taking over those responsibilities, and it was stated that the JPA always has had these responsibilities. Hart asked how all of the leg work will work now? Grassi stated it is all being done. We have a contract with HomeBase to provide technical assistance for the HUD NOFA, HMIS is the JPA's and always had the responsibility for this and the CAA is reverting back from where it had been originally. The State is here to help us move forward with the CSBG funding. Hart referred to the HUD application which is due tomorrow. Then there is the PIT Count, and the Board had already discussed contracting out some of that work. Harts' concern is the infrastructure is in place. Grassi stated there will be an RFP going out for staff in November.

6. CSBG Contract Transition from Non Profit to JPA.

Grassi stated that Pam is here to help us with the transition and not to debate the designation. Ron Kaiser from the State has the letter reverting the designation back to the JPA. Pam is here to give us an idea of the items and things that may have to go on the agenda in November to possibly modify the strategic plan and increased funding into the community. But that would be a JPA decision.

Harrison said this process goes along with item 8, you have to have a Tripartite Board that is administering the CSBG contract, determines the plan and implements and

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evaluates the plan. Paperwork such as the resolution designating who is authorized to implement the contract needs to be done. Regarding changing the Community Action Plan, Harrison has read through our plan and there was a needs assessment conducted. We are currently going into the second year of our contract. The needs assessment was conducted in 2013 so she recommends having the new plan be in line with that needs assessment. In 2015 in January will need to start the plan for 2016 and 2017. Plan will be due to the State of CA by June 30, 2015. Topics of transportation, housing, income, food and employment were in the needs assessment so she recommends not to change the plan but to change the 2015 contract work plan. Harrison stated that when we receive the contract it will be a blank plan and on the form it has the problem statement, the activity and the projection of how many clients you will serve. Complete those forms. Grassi stated that our main issues are housing and employment with a focus on housing and that fits in with our discretionary contract as well. Harrison said she does not think there needs to be a change in the Community Action Plan.

Another issue the Board needs to be aware of are the Organization Standards that go into effect in 2016. There will be additional training by the State and by CAL NEVA offering community action plan training. Harrison recommends we are familiar with them as they are mandatory in 2016. Contracts should be sent out from the State on November 15 and are due back within 45 days but it must be before January 1, 2015, so they are due by the end of the year.

Contract work plan forms have not changed, the 801's NPI's, so we can actually start looking at those and not wait for the contract. Davis can email these to the Board.

Grassi asked if we needed an RFP process if you are going to provide funding to community based organizations, the answer was yes. Grassi asked if CSBG funds could be used to leverage HUD funding, such as projects we could fund and feel there is still a need. Could we use this funding to piggy back, Harrison said yes. Could the housing be emergency, transitional, supportive services or rapid rehousing, Harrison said it could be all of these.

Elliott asked if HMIS could be covered, so we know who needs what and what is available, La Bar gave an example, Harrison said it could be used for licenses.

Grassi asked if some of the funding could be used for the Point In Time Count, Harrison said yes. La Bar asked about licenses for Fairfield Task force. Yes.

Grassi asked about guidelines that the state has for the Tripartite Board? Harrison said that in order to be considered and eligible entity it has to be a public process. Term limits are decided at a local level. From the state no less than 12 members no more than 30. State would look at if you have a fully seated board that you send minutes of meetings after they are approved and that reports and presentations are being made to the Board. Is the Board actively involved? It could be an Advisory Board and make recommendations to the JPA.

Harrison suggested that the same person not be on both Boards. She said that the Board must be comprised of 1) Four members elected or appointed from a City or the

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County, 2) Four members are from the private/public sector, and 3) Four members who are democratically elected by low income individuals. No less than 12 members at the minimum but you can have more low income than private. Next meeting the JPA will look at this, and the next meeting is Nov 10. Lawton said that gives them less than 6 weeks to get everything done.

7. Approve new Tripartite Board Member Policy

Cantu said it takes two Council Meetings to get something through. Davis said the actually appointment to the Tripartite Board can come from any elected official, so it does not take city council action. Lawton said that may be true but individual cities have different policies. Davis can give a copy of the Non Profit By Laws and HomeBase said they will help. Understanding is that the Membership is built first and then the By Laws.

8. RFP Process

Grassi requested RFP be on the Nov 10th agenda for approval. Window for comments will be very small. Grassi said that the county has a purchasing department as far as the administration of the RFP process, public notice etc. Lawton asked if there is any JPA member who objects to using the county to do that work, and there were no objections.

9. Conference Call

Grassi stated that at first there was a conference call to discuss having a public hearing and that was a mistake. He stated that to do a conference call would be difficult due to the Brown Act. La Bar said the purpose of the conference call was to discuss the transition.

Davis stated that there was a call to the state to ask about the process for having a public hearing. La Bar said she had a problem with Davis contacting the State without this body being aware of it. La Bar said that if the Non Profit Board was considering having a public meeting that the JPA Board should be aware of that. Davis said she was only asking for information. Lawton said this should be a separate conversation. La Bar said if you are communicating with the State that this body should be aware of it. Davis said she would.

10. Comments from Board Members

Elliott gave an update on the HUD application, many of the projects have not been submitted to E-SNAPS and the County is working closely with HomeBase to get it all done. Lawton asked when was the deadline, it was the 24th. The button should be pushed today. Nonprofits need to understand the urgency of getting things done on time. Lawton wants to make sure everyone meets the deadline.

Elliot asked if the JPA got the planning grant. Matt asked who was responsible for getting a hold of everyone, HomeBase is responsible.

Masood requested that the process for readiness start earlier in the year. La Bar stated that the JPA wants to help strengthen the grants. Davis stated that CAP Solano offered an E-SNAPS practice class.

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Grassi said that YFS is closing their doors which encompasses Rosewood House. He explained the house value and loans.

10b. Agenda for next JPA meeting

1. Solicit membership for Tripartite Board
2. RFP Finalization
3. Vendor for PIT
4. Piggy back RFP process with in the last year.
5. ACTION- Extend the MOU from Dec 20 to Dec 31, 2014
6. Tim Chappa from Rio Vista will be joining the Board
7. Vacaville is now on the JPA

Grassi mention that the new Director of H&SS, Jerry Uber will begin on December 10, 2014

11. On a motion and a second (La Bar/Lawton) the meeting was adjourned at 11:15 am

Respectfully submitted: Kari Rader

Adopted: _____

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Item 8: OLD BUSINESS

DISCUSSION

8.1: Update on Negative Cash Balance

Purpose: Receive update on status of Negative Cash Balance owed by CAP Solano, JPA to Solano County.

Recommendation from staff: Receive update on status of Negative Cash Balance owed by CAP Solano, JPA to Solano County

Discussion: Discussion may include information from CAP Solano Auditor, Sue Goranson, if available.

Financial Impact: Unknown at this time.

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Item 8: OLD BUSINESS**DISCUSSION****8.2 Biennial Notice for Conflict of Interest**

Purpose: The Political Reform Act requires every agency to review its conflict of interest code biennially and to notify the code reviewing body if their current code is accurate, or alternatively, that their code must be amended. With the implementation of eDisclosure, the Biennial Review of our agency's designated positions can now be processed in the eDisclosure System

Recommendation from staff: The Political Reform Act requires every agency to review its conflict of interest code biennially and to notify the code reviewing body if their current code is accurate, or alternatively, that their code must be amended. With the implementation of eDisclosure, the Biennial Review of our agency's designated positions can now be processed in the eDisclosure System

Discussion: Staff has responded the Conflict of Interest Code will be revised. This was completed prior to the deadline for notification of October 1, 2014 – We have 90-days to submit the approved revised Conflict of Interest Code.

It was recommended the CAP Solano, JPA board review the Conflict of Interest Code used by the Housing First Solano Charter. A draft revised Conflict of Interest Code is attached for your review.

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COMMUNITY ACTION PARTNERSHIP OF SOLANO CAP SOLANO – *Strengthening Agencies Working to End Poverty and Homelessness*

Conflict of Interest Code Conflict of Interest Policy

Purpose

1. The purpose of this Board conflict of interest policy is to protect the Community Action Partnership of Solano, JPA (CAP JPA) interests when it is contemplating entering into a transaction or arrangement that might benefit the private interests of a board member and/or officer of the CAP JPA or might result in a possible excess benefit transaction.
2. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.
3. This policy is also intended to identify “independent” directors.

Definitions

1. **Interested person** -- Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. **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 CAP JPA has a transaction or arrangement,
 - b. A compensation arrangement with the CAP JPA or with any entity or individual with which the CAP JPA has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the CAP JPA is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board decides that a conflict of interest exists, in accordance with this policy.

3. **Independent Director** -- A director shall be considered “independent” for the purposes of this policy if he or she is “independent” as defined in the instructions for the IRS 990 form or, until such definition is available, the director --
 - a. Is not, and has not been for a period of at least three years, an employee of the CAP JPA or any entity in which the CAP JPA has a financial interest;
 - b. Does not directly or indirectly have a significant business relationship with the CAP JPA, which might affect independence in decision-making;

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- c. Is not employed as an executive of another corporation where any of the CAP JPA's executive officers or employees serve on that corporation's compensation committee; and
- d. Does not have an immediate family member who is an executive officer or employee of the CAP JPA or who holds a position that has a significant financial relationship with the CAP JPA.

Procedures

1. **Duty to Disclose** -- In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board.
2. **Recusal of Self** – Any director may recuse himself or herself at any time from involvement in any decision or discussion in which the director believes he or she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.
3. **Determining Whether a Conflict of Interest Exists** -- After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.
4. **Procedures for Addressing the Conflict of Interest**
 - a. An interested person may make a presentation at the Board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The Chairperson of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the Board shall determine whether the CAP JPA 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 not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the CP JPA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
5. **Violations of the Conflicts of Interest Policy**
 - a. If the Board 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

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such belief and afford the member an opportunity to explain the alleged failure to disclose.

- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

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Item 8: OLD BUSINESS	ACTION
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8.3: MOU CAP Solano, JPA and CAP Solano, Inc. Extension to December 31, 2014

Purpose: To extend the current MOU through to December 31, 2014 to coincide with the CSBG Contract.

Recommendation from staff: Approve extending the current MOU through December 31, 2014 to coincide with the CSBG Contract and Community Action Agency designation.

Discussion: At the previous JPA meeting it was recommended to extend the current MOU from ending December 20, 2014 to December 31, 2014 to coincide with the transition of the Community Action Agency designation.

Financial Impact: None at this time.

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Item 8: OLD BUSINESS
8.4: RFP for Staffing JPA

DISCUSSION/ACTION

Purpose: Approve RFP for Staffing JPA

Recommendation from staff: Approve RFP for Staffing JPA

Discussion: Approve RFP for Staffing JPA

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Item 8: OLD BUSINESS

ACTION

8.5: RFP for Point In Time Count

Purpose: Approve RFP for Point In Time Count

Recommendation from staff: Approve RFP for Point In Time Count

Discussion: Approve RFP for Point In Time Count

Financial Impact: Unknown.

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Item 8: OLD BUSINESS	ACTION
8.6: Tripartite Board Policy for JPA	

Purpose: Approve Tripartite Board Policy

Recommendation from staff: Approve Tripartite Board Policy

Discussion: Approve Tripartite Board Policy

Financial Impact: None at this time.

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Item 8: OLD BUSINESS	ACTION
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8.7: Other Transition Items from Nonprofit to JPA
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Purpose: Discuss additional transition items

Recommendation from staff: Discuss additional transition items

Discussion: Additional transition items:

1. Bank Account status
2. Contracts – current contracts will end November 30, 2014 – new contracts can begin January 1, 2015 for the regular and discretionary funding
3. Insurance – JPA needs to establish insurance coverage as of January 1, 2015
4. Computers – purchased by nonprofit with CSBG funding
5. Furniture – tables and chairs from training room belong to nonprofit – the rest of the furniture was donated
6. Archive files
7. Current files

Financial Impact: None at this time.