

# The Rhode Island Continuum of Care (RICOC)

## Governance Charter

Updated June 5, 2025, by RICOC Membership for RI-500 Continuum of Care

## **Purpose of Charter**

This RI Continuum of Care Governance Charter ("Charter") identifies the goals, purpose, composition, responsibilities and governance structure of the Rhode Island Statewide Continuum of Care. The Continuum of Care's legal authority is established by Subtitle C of Title IV of the McKinney-Vento Homeless Assistance Act, and is currently governed by Title 24 CFR Part 578, known as the Homeless Emergency Assistance and Rapid Transition to Housing Act of 2009 ("HEARTH"). HUD published the Continuum of Care ("COC") Interim/Final Rule in the Federal Register on July 31, 2012.

A Continuum of Care assists individuals and families experiencing homelessness or those at-risk of homelessness, and provides the housing and support needed to rapidly and permanently end their homelessness and maintain stable housing. The Continuum of Care program promotes community-wide planning and strategic use of resources to address homelessness; improves coordination and integration with mainstream resources and other programs targeted to people at risk of or experiencing homelessness; and improves data collection and performance measurement that allows each community to tailor its program to the particular strengths and challenges within that community. Representatives of relevant organizations within a geographic area establish a Continuum of Care to carry out the responsibilities set forth in the Continuum of Care Program Interim Rule.

This Charter re-establishes a Continuum of Care that serves the State of Rhode Island.

## **Article I: Name, Purpose and Responsibilities**

A. Name. The name of this association is The Rhode Island Continuum of Care (the "RICOC"). The RICOC is an unincorporated association.

B. Purposes. The purposes of the RICOC are to:

- Promote a communitywide commitment to employ best practices to end homelessness in Rhode Island;
- Secure funding for efforts by providers and government entities to prevent homelessness and quickly re-house homeless individuals, unaccompanied youth, and families in Rhode Island, while minimizing the trauma and dislocation that homelessness causes to individuals, families, and communities;
- Promote access to and effective utilization of mainstream programs by homeless individuals and families; and
- Optimize self-sufficiency among individuals and families that experience homelessness

C. Responsibilities. The RICOC will fulfill the responsibilities assigned to a Continuum of Care under Title 24 CFR Part 578 of the Code of Federal Regulations and will satisfy all other legal requirements necessary to secure maximum funding under relevant state and federal programs to end homelessness.

## **Article II: Guiding Planning Documents**

Through its Housing Resources Commission and Interagency Council on Homelessness, the State of Rhode Island adopted [Opening Doors Rhode Island](#) ("ODRI"), a strategic plan to end homelessness in 2012. This plan is fully aligned with the federal Opening Doors Plan to End Homelessness that was issued in 2010 and serves as a guiding document for the RICOC.

ODRI's goals, strategies, and objectives include:

- Eliminate homelessness among Veterans in five (5) years (2017);
- Eliminate chronic homelessness in five (5) years (2017);
- Significantly reduce homelessness among families, children and youth in ten (10) years (2022); and
- Set a path to reducing all homelessness.

The RICOC is a HUD designated Youth Homelessness Demonstration Program ("YHDP") community, and its [Coordinated Community Plan to End Youth Homelessness](#), which was approved by HUD in March 2022, serves as the YHDP guiding document.

Additionally, the RICOC utilizes evidence-based best practices, HUD resources and guidance, and local experience, including lived experience of homelessness, to guide RICOC planning.

## **Article III: RICOC Members and Meetings**

A. Eligibility for Membership. Membership is available to (i) individuals with professional experience as demonstrated through affiliation with relevant organizations and agencies within Rhode Island and/or lived experience of homelessness, (ii) individuals interested in the well-being of households experiencing, or with experience of, homelessness. Relevant organizations include the following:

- Advocacy organizations
- Affordable housing developers
- Businesses
- Faith-based organizations
- Hospitals
- Law enforcement organizations

- Mental health agencies
- Nonprofit homeless assistance providers
- Organizations that serve veterans
- Organizations that serve households experiencing homelessness
- Political subdivisions and other government entities
- Person(s) with lived experience of homelessness
- Public housing agencies
- School districts
- Social service providers
- Universities
- Victim service providers

The RICOC should strive for geographic, cultural and racial diversity of its membership, particularly with regard to the provider and agency categories.

B. Limit on Number of Voting Members from One Organization. Two (2) or more individuals affiliated with a single relevant organization may be members of the RICOC. However, only one such individual affiliated with a single relevant organization may exercise a vote. That voting member will be specified in writing to the collaborative applicant.

C. Invitation for New Members. On an annual basis, the RICOC, through the Collaborative Applicant, will determine whether all current members intend to continue as members during the next calendar year. In addition, the RICOC will extend invitations for membership by (1) distributing invitations to relevant organizations and individuals interested in the well-being of homeless and formerly homeless people in Rhode Island; (2) using as many outlets as practical to advertise to these relevant organizations and individuals and (3) requesting membership effort to support recruitment of people representative of the population served.

D. Responsibilities of Full Membership.

- Members will vote to elect candidates from among the Membership to fill Board seats as vacancies arise.
- Members will vote to approve the governance framework outlined in Articles I through X of the Charter and any subsequent changes or additions to that framework.
- Members agree to attend four (4) Membership meetings annually.

E. Enrollment of Members. The Collaborative Applicant, as defined within the RICOC Policies and Procedures, will prepare a membership slate for Board consideration of the applications received for interested ongoing and new membership. New members are solicited annually by the Collaborative Applicant and Membership.

F. Membership Meetings. Each calendar year at least four (4) meetings of all members will be held at approximately three-month intervals on the days and times set forth in a schedule distributed to members at the beginning of the calendar year. The meetings will serve as conferences on ending homelessness in Rhode Island. For any agenda item that is to be voted on by RICoC Membership, written materials detailing the item to be voted on must be provided to the RICoC Membership a minimum of 48 hours ahead of time. The agenda for the Membership Meetings of the RICOC will include as needed:

- Review of proposed changes to the RICOC's governance framework followed by a vote on those changes. If a quorum of Membership, as quorum is defined by the Rhode Island Open Meetings Act, is not present to convene a Membership meeting to vote on proposed changes to the RICOC's governance framework, then the Board may vote on such changes, if a quorum of the Board of Directors is present in that same meeting so long as the meeting has been properly noticed. If a quorum of the Board is not present in that same meeting, then the Board may vote on proposed changes to the RICOC's governance framework at the next properly noticed meeting of the Board of Directors at which a quorum is present.
- Election of Member(s) to the Board of Directors
- Topics related to ending homelessness in Rhode Island (for example, progress reports from committees or state, regional, or national working groups; field reports; best practices; new evidence-based approaches; or other information sharing)
- Other business the Board chooses to put before Members.

Special Membership Meetings. Special meetings may be called with the approval of the Board or upon written request by at least thirty (30%) percent of the current RICOC Membership, submitted to the Chair of the Board with a copy to the Collaborative Applicant. The Collaborative Applicant will coordinate special meetings. For any agenda item that is to be voted on by the RICoC Membership during a Special Meeting, written materials detailing the item to be voted on must be provided to the RICoC Membership a minimum of 48 hours ahead of time. If an Emergency Meeting is called in compliance with Rhode Island's Open Meetings Act, then any agenda item that is to be voted on by the RICoC Membership at this meeting will be accompanied by written materials detailing the item to be voted on at the meeting.

H. Notice of Membership Meetings. The Rhode Island Open Meetings Act will govern meetings of the RICOC Membership. The Collaborative Applicant will send notice of the place, the date, and time and agenda of each regular and special meeting by e-mail at least three (3) business days before the meeting date. If requested, notice may be sent by other reasonable means of communication.

I. Voting. Issues presented to RICOC Membership for a vote will be decided by a simple majority of the voting Membership in attendance at that Membership meeting.

J. Membership Minutes. Minutes at every Membership meeting will be recorded and made available to the public in accordance with the Rhode Island Open Meetings Act.

#### **Article IV: RICOC Board of Directors**

A. Composition. The composition of the RICOC Board will be in accordance with all pertinent HUD requirements of the Continuum of Care program.

The Board of the RICOC will consist of 17 RICOC members. One board member may represent the interests of more than one subpopulation and stakeholder group. Examples of stakeholders may include but are not limited to persons with substance use disorders, persons with HIV/AIDS, veterans, the chronically homeless, families with children, unaccompanied youth, the seriously mentally ill, and victims of domestic violence, dating violence, sexual assault and stalking, to the extent that someone is available and willing to represent that subpopulation on the board. No agency may have more than one (1) member on the Board of Directors. The Board strives to be reflective of the population served by the RICOC with respect to race, ethnicity, sex, age, sexual orientation, and gender identity and includes diverse stakeholders involved with ending homelessness in Rhode Island. Therefore, the RICOC Board will include:

- At least three individuals with lived experience of homelessness
- At least two individuals who are members of the Youth Action Board
- At least two individual representatives of organizations providing housing or services for the homeless;
- At least one individual from a philanthropic organization. For the purposes of this charter, a philanthropic organization is a 501 c3 non-profit organization that makes grants to charitable organizations in Rhode Island working in housing, homelessness, or health.
- At least one individual from a municipal public housing authority
- One individual from the RI Department of Housing

B. The Board's Responsibilities. Except as provided in Article III(D), outlining the responsibilities of RICOC members, the Board will act on behalf of the RICOC to fulfill the responsibilities assigned to continuums of care by HUD.

The Board's primary responsibilities under applicable federal requirements are:

- Operate the RICOC;
- Designate a Homeless Management Information System ("HMIS") Lead Agency;
- Oversee the operations of HMIS;
- Ensure the HMIS is administered in compliance with requirements prescribed by HUD;
- Conduct planning activities;

- Designate a Collaborative Applicant;
- No less frequently than every five (5) years following the initial approval of the Charter, review, update, and approve the process for selecting Directors.

#### *Operations:*

The Board governs the following operational activities:

- Hold meetings of the full membership;
- Cause to be conducted an annual invitation to new members; vote to approve new members;
- Appoint Committee, Subcommittee, and Working Groups as needed. Standing Committees will report to the Board;
- Establish and monitor performance targets in consultation with recipients and subrecipients and take action on poor performers;
- Monitor performance and outcomes of programs and report findings to HUD;
- Establish and oversee a Coordinated Entry System in consultation with Emergency Solutions Grant (ESG) recipient(s) that meets the necessary requirements outlined in the Interim Rule and the additional definitions and requirements specified in the HUD Notice Establishing Additional Requirements for a Continuum of Care Centralized or Coordinated Assessment System.
- Approve and cause to submit the application for funding to HUD in accordance with the requirements outlined in the Notification of Funding Opportunity (NOFO) published by HUD;
- Establish priorities for funding projects in the state of Rhode Island and a project selection process that is transparent, inclusive, and based on standards in 24 CFR 578.19(b); and

In consultation with Emergency Solutions Grant (ESG) recipients (Department of Housing, Cities of Pawtucket, Providence, and Woonsocket) establish criteria for ESG & RICoC funding, as outlined in 24 CFR 578.7(a)(9). *Homeless Management Information System ("HMIS")*:

The Board governs the following activities, which are carried out by the HMIS "Lead Agency." Policies and procedures relative to the HMIS are fully set forth in the Rhode Island Homeless Management Information System Policies and Procedures as may be amended from time to time:

- Designates a single HMIS for the state of Rhode Island;
- Designates a single eligible applicant to serve as HMIS Lead Agency;
- Review, revise, and approve privacy, security, and data quality plans;
- Ensure consistent participation of recipients and sub-recipients in HMIS; and

- Ensure HMIS complies with HUD regulations.

*Planning:*

The Board may have additional duties as needed, including:

- Establishing Ad Hoc working groups;
- Evaluating the conduct of directors, especially their compliance with the conflict of interest and attendance policies, as set forth in this governance charter;
- Taking action to correct or recommend the removal of directors who are not fulfilling their responsibilities with a majority vote of the Board;
- Providing information to all RICOC members at the beginning of each calendar year of the work that each Board committee will undertake during the year, if such work is not already clearly defined in this charter; and
- Ensuring that each committee chair develops a reasonable schedule of meetings for the year.
- Meaningful participation and ongoing attendance for at least one RICOC Standing Committee meeting (as defined in Article VII.)

Committees will draft and annually review policies and procedures, monitor operations relating to their discrete areas of responsibility, and make recommendations for updates or changes. However, unless otherwise specified in this charter or approved by the Board, no committee of the Board may adopt policies or procedures or take any action on behalf of the RICOC without approval of or ratification by the full Board.

C. Term of Office. Directors can serve up to three terms consecutively. A term on the Board is 2 years; if a board member is continuously re-elected, they may serve three, 2-year terms (6 years) consecutively. Once a board member has served three 2-year terms, they must take a 2-year break before being able to run for the RICoC Board again. After a Director reaches their term limit, they may continue to be a RICoC Member. At the end of a Director's term, the Collaborative Applicant will initiate the nomination process set forth in Section D below. The Collaborative Applicant will assess the incumbent Director's interest in continuing for another term and, if the Director is interested in continuing to serve on the Board, the Collaborative Applicant will submit the Director's name to the Membership for a vote along with the other candidates recommended by the Membership pursuant to the process set forth in Section D below.

D. Director Nomination and Selection Process. Annually, the Collaborative Applicant will solicit nominations from the RICOC's Governance and Nominating Committee for candidates for potential election to the Board. The Governance and Nominating Committee will nominate those candidates who:

- Help satisfy the Board composition requirements of Article IV(A).;
- Bring valuable experience and expertise to the Board; and
- Have proven their interest, diligence, and effectiveness in helping the RICOC fulfill its purposes.
- Complete an application for nomination for the RICOC Board of Directors; this application must be submitted to the Collaborative Applicant prior to the election.

Interested individuals must have attended at least one RICOC meeting within the last calendar year to be eligible to apply for a seat on the Board of Directors. Directors will be elected by a vote of the Membership. If a quorum of Membership, as quorum is defined by the Rhode Island Open Meetings Act, is not present to convene a Membership meeting to vote on election of Board member(s) then the Board may vote to elect Directors at the next properly noticed meeting of the Board of Directors at which a quorum is present.

To support the Membership in achieving that the Board is reflective of the population served by the RICOC with respect to race, ethnicity, sex, age, and gender identity, the Governance Committee will share demographic reports of the Board compared with reports of the population served by the RICOC to the Membership during the Board of Director election process. The Governance Committee may also make recommendation(s) to the RICOC Membership to designate a board seat to be filled by an individual from a particular demographic group(s) based on the Board's current demographics.

E. Director Resignation and Removal. Directors may resign from the Board at any time by giving written or oral notice to the Board chair with a copy to the Collaborative Applicant. In addition, directors may be removed from the Board by a majority vote of remaining Board members for repeated absence, misconduct, failure to participate, disruptive or obstructive conduct, or violation of conflict-of-interest policies.

F. Regular Board Meetings: The Board will meet no less than 6 times a year in accordance with a schedule given to all directors at the beginning of each calendar year. The Collaborative Applicant will publish and maintain the meeting schedule. For any agenda item to be voted on by the RICoC Board, written materials detailing the item to be voted on must be provided to the RICoC Board a minimum of 48 hours ahead of time.

G. Board Meeting Attendance Policy: The purpose of the Board Meeting Attendance Policy is to ensure that the RICOC Board of Directors contributes their expertise and makes informed decisions by actively attending and participating in Board meetings.

- Directors are expected to show their commitment to the RICOC Board by continuous attendance at the Board meetings, except when prevented by unforeseeable circumstances.

- Directors are granted a total of three (3) excused absences within a 12-month period. Excused absences shall meet both of the following requirements:
  - a. The absent member informed the Chair and/or Collaborative Applicant of their intended absence at least 48 hours before the scheduled meeting. Failure to inform the Chair and/or Collaborative Applicant prior to the meeting will result in an unexcused absence unless extenuating circumstances prevent advance notice. And,
  - b. The absence is due to one of the following reasons:
    - i. Death in the family
    - ii. Personal (such as illness and vacation)
    - iii. Emergency
    - iv. Employment Commitment
- Additionally, Directors are allowed to take a temporary leave of absence (a limit of one per calendar year). Prior to their absence, directors must notify the Chair and/or Collaborative Applicant of their leave of absence. The Director will work with the Chair to develop a plan and communicate any changes to the plan with the Chair. Examples of temporary leave of absence include family leave, military service, and medical emergencies.
- An unexcused absence is a missed meeting where the Director did not provide a legitimate reason for their absence and/or failed to inform the Chair and/or Collaborative Applicant about their planned absence.
- If a Director has exceeded their three (3) excused absences or has not previously discussed the reasons for their absences with the Chair, the Chair will meet with the Director to discuss these repeated absences. Furthermore, if a Director violates the attendance policy, this may lead to discussions between the Chair and the Collaborative Applicant about the possibility of removing the Director from the Board.
- A Director's attendance record may also be considered by the Governance Committee when evaluating future nominations to the Board.

H. Special Board Meetings: Special meetings of the Board may be convened by the Board chair or by petition or vote of at least 30 percent of the Directors. The Collaborative Applicant will coordinate special meetings. For any agenda item that is to be voted on by the RICoC Board during a Special Meeting, written materials detailing the item to be voted on must be provided to the RICoC Board a minimum of 48 hours ahead of time. If an Emergency Meeting is called in compliance with Rhode Island's Open Meetings Act, then any agenda item that is to be voted on by the RICoC Board at this meeting will be accompanied by written materials detailing the item to be voted on at the meeting.

I. Notice of Board Meetings. The Collaborative Applicant will post notice of the place, date, \_\_\_\_\_

and time of each meeting of the Board of Directors in accordance with the Rhode Island Open Meetings Act.

J. Board Quorum. Rhode Island Open Meetings Act will govern meetings of the RICOC Board. A simple majority of the RICOC Board of Directors is required for a quorum.

K. Board Voting. All issues presented to Directors for a vote will be decided by a simple majority of Directors present at the applicable meeting.

L. Board Minutes. Minutes of every Board meeting will be recorded and made available to the public in accordance with the Rhode Island Open Meetings Act.

## **Article V: Board Officers**

A. Officer Positions. The Board will have four officers: chair, vice chair, secretary, and officer at large. No one may occupy more than one office at a time.

B. Election of Officers. Directors will elect officers from among the Board. Officer elections may take place annually or at the next scheduled meeting following a mid-term vacancy in any Officer position.

C. Terms of Office. Officers will serve two-year terms unless filling a mid-term vacancy, in which case an officer will serve for the remainder of their current Board term.

D. Resignation and Removal. An officer may resign from his/her office at any time by giving written or oral notice to the Board chair or vice chair with a copy to the Continuum of Care Planner. In addition, officers may be removed from their positions by a majority vote of remaining Directors for repeated violation of the code of conduct, attendance policy, or conflict of interest policies outlined in Article IX of this charter.

E. Duties of the Chair. The chair will preside over meetings of (1) RICOC members; and (2) the Board.

F. Duties of the Vice Chair. In the absence of the chair or in the event of a mid-term vacancy in the chair position, the vice chair will assume the duties of the chair.

G. Duties of the Secretary. The Secretary will keep accurate minutes of Membership and Board meetings. In addition, the Secretary will ensure that:

- All minutes are promptly published, and
- Proper notice is issued for all Membership and Board meetings

H. Duties of the Officer At Large. In the absence of the secretary or in the event of a mid-term vacancy in the Secretary position, the officer at large will assume the duties of the secretary.

## **Article VI: Operating Committees - In General**

A. Role of Committees. With the exception of work performed by the Collaborative Applicant, the Continuum of Care is operated by unpaid volunteers who are organized into several standing Committees to carry out the day-to-day work of the Continuum. The standing committees of the Continuum will include the:

- Coordinated Entry Implementation Committee
- Constituent Advisory Committee
- Equity Committee
- Executive Committee
- Governance Committee
- Grievance Committee
- HMIS and System Performance Committee
- Pipeline Committee
- Recipient Approval and Evaluation Committee
- Youth Action Board

The Standing Committees are further discussed in Article VII.

B. Committee Authority. Committees assist the Continuum to carry out routine operations. In some cases, Committees will provide recommendations or advice to the Board, but Committees do not have the authority to make decisions on behalf of the Continuum and are not subdivisions of the Board. No recommendations or actions taken by a committee will be considered actions of the Board without independent approval or ratification by the Board.

C. Committee Members and Chairs. The chair of each committee will be selected annually by the Board, and each committee will include at least one Director. Non-directors and non-members may serve on committees.

The Collaborative Applicant will provide an opportunity for RICOC Directors and Membership to volunteer for committees. Before selecting a chair for a committee, the Board will consider:

- The relevance of the individual's experience and expertise to the work of the committee;
- The appropriate size of the committee and the unique contribution, if any, that the individual is likely to make to the committee's work;
- The potential conflicts of interest the individual will face in serving on that committee;
- The diligence and effectiveness the individual has demonstrated in carrying out previous assignments for the RICOC;
- The advantages of engaging as many interested members as possible in RICOC work; and

- The need to continuously cultivate new RICOC leaders.

D. Notice of Committee Meetings. Each committee chair will provide a meeting schedule to the Collaborative Applicant, who will distribute a complete committee meeting schedule to the Membership. Each committee chair will ensure that notice of the place, date, and time of each committee meeting, along with an agenda, is sent to committee members by e-mail or any other reasonable means of communication in advance of the meeting date.

E. Committee Recommendations. All committees must strive for consensus among their members in reaching recommendations to put before the Board. If consensus cannot be reached on an issue or recommendation, it will be presented to the Board as a whole.

F. Committee Minutes. Within two (2) weeks after every committee meeting a draft of the minutes of the meeting will be disseminated to participating members of the Committee by the Chair of the Committee or designee. Minutes will summarize the matters discussed at the meeting and reflect any recommendations made and the reasons for those recommendations.

If the committee cannot reach consensus, minutes should describe the arguments on all sides of the issue, and committee participants may ask that their views be recorded in the minutes.

## **Article VII: Standing Committees**

A. Coordinated Entry Implementation Committee. The Coordinated Entry Implementation Committee will collaborate with the Collaborative Applicant, HMIS Lead, CES Lead, service providers, and others to:

- Solicit constituent, provider and cross sector partner feedback on the RI Statewide CES to inform RICOC Board recommendations.
- Monitor key performance indicators of the Coordinated Entry System and recommend action as needed to support implementation, refinement, and ongoing performance of the RI Statewide Coordinated Entry System.
- Oversee sub-population (veterans, youth, families) workgroups and bring relevant feedback and policy proposals to the larger CE Implementation Committee.

B. Recipient Approval and Evaluation Committee. The Recipient Approval and Evaluation Committee will:

- Work with the Collaborative Applicant to design and implement a collaborative process for developing a consolidated application for Rhode Island programs and projects seeking Continuum of Care funding;
- Review and recommend for Board approval the consolidated application for Continuum of Care funding prepared by or caused to be prepared by the Collaborative Applicant;
- In accordance with federal regulation no Continuum of Care member or member of the

public may participate in or influence Continuum of Care discussions or resulting decisions concerning the award of a grant or other financial benefits to the organization that a member represents and/or is receiving housing and/or services from.

- Review proposals for funding from agencies who wish to participate in the RICOC, or participating agencies who propose new programs or service delivery models;
- Evaluate reports provided by the Collaborative Applicant on the performance of recipients and sub-recipients of Continuum of Care and Emergency Solutions Grant funding and recommend actions to be taken against poor performers;
- Use performance evaluations and funding priorities established by the Board to rank requests for Continuum of Care funding; and
- Develop and oversee the operation of grievance procedures for agencies related to RICoC funding decisions, including grievances of agencies whose applications for funding have not been approved by the RICOC.

C. Youth Action Board. The Youth Action Board will:

- Include at least three (3) youth and young adults with lived experiences of homelessness and housing instability, age 24 and under;
- Develop and recommend for Board approval and implementation a coordinated community plan to end youth and young adult homelessness in Rhode Island;
- Make recommendations to the Recipient Approval and Evaluation Committee and to the Board for action on funding opportunities and decisions relevant to youth and young adults ages 24 and under.

D. HMIS Committee and System Performance Committee. The HMIS and System Performance Committee will work with the HMIS Lead to:

- Develop, annually review, and, as necessary, revise for Board approval a privacy plan, security plan, and data quality plan for the HMIS and all other policies and procedures required by regulations and notices issued by the Department of Housing and Urban Development; and
- Develop for Board approval and implement a plan for monitoring the HMIS to ensure that:
  - Recipients and sub-recipients consistently participate in the HMIS;
  - HMIS is satisfying the requirements of all regulations and notices issued by the Department of Housing and Urban Development; and
  - The HMIS Lead is fulfilling the obligations outlined in its memorandum of agreement with the RICOC, including the obligation to enter into written participation agreements with each contributing HMIS organization.
- In coordination with the CES Implementation Committee, oversee the annual Point in

Time count mandated by the Department of Housing and Urban Development (“HUD”);

- Develop performance measures and goals to evaluate Rhode Island's overall success in ending homelessness in the state using guidance available from HUD and making changes over time as necessary to incorporate any new regulations or guidance available from state and federal authorities;
- Track Rhode Island’s overall process in meeting performance goals and report findings to the RICOC Board.

E. Grievance Committee. The Grievance Committee will:

- Develop and oversee the operation of grievance procedures for informal and formal grievances about RICoC funded programs.
- When grievances relate to agencies whose applications for funding have not been approved by the RICoC, such grievances will be referred to the Recipient Approval and Evaluation Committee and the RICoC Board of Directors.

F. Governance Committee. The Governance Committee will:

- Oversee the ongoing compliance of the RICoC with its Governance Charter and make recommendations to the Board and Membership related to opportunities and decisions relevant to governance.
- Conduct at least annual review(s) of Governance Charter and Membership solicitation
- Nominate individuals from Membership for potential election to the Board of Directors
- Compare demographic reports of the Board with reports of the population served by the RICoC and make recommendation(s) to inform Board elections.

G. Equity Committee. The Equity Committee will:

- Build equity as a non-negotiable element of the RICoC’s work by determining equity matrices and assuring these metrics are included in RICoC and homeless system’s strategic planning and system performance criteria
- Develop, recommend for Board approval, and oversee an Equity Toolkit, which will include resources, policies, and procedures for advancing the RICoC, its programs, and its recipient agencies toward identified equity benchmarks,
- Make recommendations to other Standing Committees and to the Board of Directors and Membership for action and decisions relevant to advancing racial equity within the RICoC and its programs.

H. Pipeline Committee. The Pipeline Committee will:

- Work to strengthen the CoC's collaboration and connection with other systems, to increase investment of non-CoC or ESG resources in the provision of housing and services for households in Rhode Island experiencing homelessness.
- Some examples include strengthening partnerships with Public Housing Authorities throughout Rhode Island, working with non-profit and for-profit developers to allocate units to households experiencing homelessness, and working with healthcare entities to create innovative and new models to provide both services and/or housing.

I. Constituent Advisory Committee. The Constituent Advisory Committee will:

- Consist of representatives who have lived experience of homelessness or housing instability. These members are essential to the CoC's decision-making and its ongoing mission of ending homelessness in Rhode Island.
- This group will work with the Collaborative Applicant to provide feedback and policy recommendations to the CoC and more fully integrate those with lived experience into the formal decision-making structure.

J. Executive Committee. The Executive Committee will:

- Consist of the Officers elected to the Offices of Chair, Vice Chair, Secretary, and Officer at Large, and the RICoC Planning staff; others may join by invitation only
- Prioritize the inclusion of people with lived experience of homelessness.
- Consider public comment and board and membership discussions from previous meetings to inform future meeting agenda planning, strategic planning, and follow up on items raised during previous meetings and identify next steps as needed.
- Inform, design and implement Board Strategic Planning activities and Board retreats as needed and requested

## **Article VIII: Appointment of Agents and Designation of HMIS System**

A. HMIS Lead. The RICOC Board will designate RICOC's "HMIS Lead" agency. The HMIS Lead will fulfill the responsibilities outlined in the Memorandum of Agreement between the RICOC Board and the designated HMIS Lead.

B. Collaborative Applicant. The RICOC Board will designate the RICOC's "Collaborative Applicant". The Collaborative Applicant will fulfill the responsibilities outlined in the Memorandum of Agreement between the RICOC Board and the designated Collaborative Applicant. These responsibilities will include employing and supervising the Continuum of Care Planning team who will conduct the duties outlined in this Charter assigned to the Collaborative Applicant.

C. HMIS Designation. The RICOC Board will designate a single Homeless Management Information System for its geographic area. The responsibilities of this designation will be reflected in a Memorandum of Agreement between the RICOC Board and the designated HMIS Lead.

D. CES Lead. The RICOC Board will designate the Coordinated Entry System (CES) Lead agency(ies) for its geographic area. The responsibilities of this designation will be reflected in Memorandum of Agreement(s) between the RICOC Board and the designated CES Lead(s).

## **Article IX: Code of Conduct and Conflicts of Interest**

A. Attendance and Conduct. Officers, Directors, Membership, committee participants, and other RICOC employees and agents must exercise care, diligence, and prudence when conducting RICOC business. These individuals must complete the work they have agreed to undertake in a timely manner. In addition, as required by their respective positions, they must attend meetings and be prepared to discuss matters presented for their deliberation.

B. Conflicts of Interest. The people of the State of Rhode Island believe that public officials and employees must adhere to the highest standards of ethical conduct, respect the public trust and the rights of all persons, be open, accountable and responsive, avoid the appearance of impropriety, and not use their position for private gain or advantage.

The Rhode Island Code of Ethics regulates the ethical conduct of elected and appointed public officials as well as state and municipal employees. To access specific sections of the Code, including those provisions regarding prohibited conduct, nepotism, gifts, and revolving door <http://www.ethics.ri.gov/code/> provides more information/detail.

As a condition for their participation on the RICOC Board, Directors voluntarily agree at appointment to strictly adhere to state and federal Conflict of Interest statutes, rules and regulations in conducting any business associated with the RICOC. Directors are required to disclose any personal, professional or business relationship to the Board prior to discussing and/or acting upon any matter in which a possible conflict, perceived or actual, exists. Rules for recusal as set forth in the Rhode Island Code of Ethics will be followed whenever appropriate. Directors must review their responsibilities as described in this charter and set forth in the code of ethics annually and sign an attestation to the governance committee.

## **Article X: Approval of Governance Charter and Subsequent Amendments**

A. Scope of the Governance Charter. The governance charter of RICOC ("the Charter") includes Articles I through X, which establish a framework for governing RICOC, as well as appendices that establish the policies and procedures needed to comply with Subpart B of 24 CFR Part 578.

B. Approval and Subsequent Amendment of RICOC's Governance Framework. The governance framework outlined in Articles I through X of the Charter and every subsequent amendment to that framework must be approved by a simple majority of the RICOC Membership. If a quorum of Membership, as quorum is defined by the Rhode Island Open Meetings Act, is not present to convene a Membership meeting to vote on proposed changes to the RICOC's governance framework, then the Board may vote on such changes, if a quorum of the Board of Directors is present in that same meeting so long as the meeting has been properly noticed. If a quorum of the Board is not present in that same meeting, then the Board may vote on proposed changes to the RICOC's governance framework at the next properly noticed meeting of the Board of Directors at which a quorum is present.

C. Approval and Subsequent Amendment of Operating Policies and Procedures. The operating policies, procedures, and agreements incorporated into the Charter as appendices and every subsequent amendment or addition to those policies, procedures and agreements must be approved by the Board.

D. Regular Reviews of the Governance Charter. In consultation with the Collaborative Applicant, the HMIS lead, and the CES Lead(s), the Membership will review the Charter annually and may act to make changes to improve the functioning of RICOC and maintain compliance with federal and state regulations. If a quorum of Membership, as quorum is defined by the Rhode Island Open Meetings Act, is not present to convene a Membership meeting to vote on proposed changes to the RICOC's governance framework, then the Board may vote on such changes, if a quorum of the Board of Directors is present in that same meeting so long as the meeting has been properly noticed. If a quorum of the Board is not present in that same meeting, then the Board may vote on proposed changes to the RICOC's governance framework at the next properly noticed meeting of the Board of Directors at which a quorum is present.

### **Attachment A**

History of Charter Review, Amendments and Approval:

<b>Date</b>	<b>Summary of Review including any amendments</b>	<b>Date presented to Membership</b>
February 1, 2018	Membership reviewed Article IV. Board of Directors; Membership voted to amend charter to reflect that "no agency may have more than one (1) member on the Board of Directors".	February 1, 2018
November 1, 2018	Membership reviewed entire document and changes proposed by the COC Planner. Membership voted unanimously to approve the COC planner proposed changes with one additional amendment to the charter to change the name of the Families and Youth committee to the Families Committee throughout the document.	November 1, 2018

May 2, 2019	Membership reviewed entire document and changes proposed by the COC Planner. Membership voted unanimously to approve the proposed revisions with one additional edit to correct a typo on page 13.	May 2, 2019
October 15, 2019	RICoC Governance Committee Reviewed p 1-9 of the Charter and proposed redlined changes reflected in the revision proposed to Membership on November 7.	November 7, 2019
October 29, 2019	RICoC Governance Committee Reviewed p 9-16 of the Charter and proposed redlined changes reflected in the revision proposed to Membership on November 7.	November 7, 2019
December 10, 2019	RICoC Governance Committee Reviewed the proposed November 7, 2019 charter and made additional edits to respond to feedback from the November meeting. Updated proposed redlined changes will be proposed to Membership on February 6, 2020.	February 6, 2020
January 28, 2020	RICoC Governance Committee Reviewed the proposed November 7, 2019 charter and made additional edits to respond to feedback from the November meeting. Updated proposed redlined changes will be proposed to Membership on February 6, 2020.	February 6, 2020
February 6, 2020	Membership considered Governance Committee's recommended updates to the charter and approved adoption unanimously. This included review and updating of the process for election of Membership to the Board of Directors.	February 6, 2020
October 1 and 19, 2020	Board and Governance Committee recommend update to create a new standing committee called the Equity Committee; responsibilities described in section VII.	November 5, 2020
April 26, 2021	Governance Committee recommends updates to Board of Director Nomination process and Governance Committee responsibilities	May 6, 2021
September 28 and October 26, 2021	Governance Committee recommends updates to Articles I, II, III, IV, VI, and IX.	November 4, 2021
October 4, 2022	Governance Committee recommends updates to Articles II and IV.	November 3, 2022

July 25, 2023	Governance Committee recommends updates to Articles III and IV to add language around term limits for Directors and Board and Membership meeting expectations.	August 3, 2023
October 24, 2023	Governance Committee recommends updates to Articles VI and VII to incorporate changes voted on at the August CoC Board and Membership meeting making changes to the Standing Committee structure.	November 2, 2023
April 23, 2024	Governance Committee conducts annual review of Charter and recommends updates to Articles IV, V, and VI.	May 2, 2024
May 7, 2024	Governance Committee recommends updates to Article IV.	May 16, 2024
January 21, 2025	Governance Committee recommends minor language updates throughout the charter and the addition of an Attendance Policy under Article IV.	March 6, 2025
April 22, 2025	Governance Committee recommends changes to the definition of the philanthropy seat on the Board of Directors, creates the Office of Officer At Large; Creates the Executive Committee as a standing committee, and deletes any references to the Housing Resources Commission (HRC).	June 5, 2025