

# North Carolina Homeless Management Information System Governance Committee

## By-Laws

### Article I: Name and Representation

- A. The name of the organization shall be the North Carolina Homeless Management Information System Governance Committee (hereinafter referred to as NC HMIS GC). It shall be comprised of representatives from the following Continua of Care (CoC):

- Asheville/Buncombe County
- Chapel Hill/Orange County
- Charlotte/Mecklenburg County
- Durham City/Durham County
- Fayetteville/Cumberland County
- Gastonia/Cleveland/Gaston/Lincoln County
- Greensboro/High Point/Guilford County
- Northwest NC
- Raleigh/Wake County
- Wilmington/Brunswick/New Hanover/Pender County
- Winston-Salem-Forsyth County
- North Carolina Balance of State

### Article II: Purpose

- A. The purpose of the NC HMIS GC is to collaboratively manage the implementation, administration, and maintenance of the multi-jurisdiction Homeless Management Information System (HMIS).

### Article III: Activities of the NC HMIS GC

- A. The responsibilities of the NC HMIS GC include, but are not limited to the following:
1. Select an HMIS Lead Agency to administer the HMIS for participating COCs;
  2. Select HMIS vendor;
  3. Negotiate a master contract with the HMIS Lead Agency and software vendor, subject to adoption by each COC;
  4. Provide monitoring and oversight to the HMIS Lead Agency and HMIS Vendor;
  5. Set or Recommend a Cost Sharing agreement between the COCs;
  6. Review and approve annual budget for the multi-jurisdiction services including database services and administration of the database;
  7. Develop and monitor a payment plan to ensure that all multi-jurisdiction financial obligations are fulfilled in a way that most strategically meets the needs of NC Continua of Care;
  8. Provide support and coordination to the NC Continua of Care to ensure adequate funds are available to support the full implementation of the statewide database;

Commented [KD1]: Do they select or recommend and then the selection is ratified by each CoC? May want to consider a little more detail if the CoCs also weigh in on the selection of the lead

9. Adopt policies and procedures for the management and operation of the HMIS including but not limited to Privacy, Security and Data Quality Plans;
10. Collaborate and supports multi-jurisdiction HMIS activities;
11. Assist the HMIS Lead Agency in communicating key policies and procedures to key stake holders and the NC Continua of Care;
12. Provide support to individual COCs in their efforts to identify and diminish potential barriers to the use and improvement of the HMIS database; and
13. Provide recommendations to the COCs on all other matters which affect the operation of the HMIS which are not herein specifically delegated to the NC HMIS GC.

**Article IV: Composition**

- A. The NC HMIS GC is a partnership of representatives from each of the participating Continua of Care. The committee is composed of one member and one alternate member from each independent jurisdiction in NC participating in the multi-jurisdiction HMIS implementation, and 4 members and 4 alternates from the NC Balance of State COC.
- B. Every participating COC in North Carolina shall be responsible for electing their representative(s) and alternate(s) to the NC HMIS GC. Each COC shall be allowed to determine any requirements to be a member/alternate to the NC HMIS GC above and beyond the minimum qualification outlined in these by-laws.
- C. A representative of the North Carolina Coalition to End Homelessness shall be an ad hoc, non-voting representative to member of the NC HMIS GC to advise and support the NC HMIS GC.
- D. One staff member from the HMIS Lead Agency shall participate in the NC HMIS GC as an ad hoc non-voting member. The HMIS software vendor shall be allowed to designate an ad hoc, non-voting member to the NC HMIS GC.

**Commented [RD2]:** HUD HQ's concern about C and D. This may be fine, but the bylaws should clearly define the roles of the NCCCH and HMIS Lead as ad hoc members vs. the CoC voting members of the group. Also- Is there a process for resolving issues with JUST the CoC reps on the GC should the need arise (i.e. meeting without lead or vendor members in case decisions need to be made)?

**Article V: Meetings and Attendance**

- A. At a minimum, the NC HMIS GC conducts regular meetings on a quarterly basis and will convene more frequently as needed. Notification of regular meeting dates, times, and locations will be provided to all members as well as posted on the North Carolina HMIS web site at least 14 days prior to the meeting. Special meetings, made via conference call or other form of electronic meeting, may be called by the chair with a notice of three business days. Agenda and minutes will be posted publicly prior to the meeting.
- B. A meeting schedule for the following fiscal year shall be adopted by the NC HMIS GC in the final meeting of the fiscal year.
- C. Meetings may be held in person, electronically, or via phone. However, at least once per quarter meetings shall be held in person.
- D. Members and/or their alternate shall attend every meeting. Remote access to the meetings will be provided at the discretion of the Executive Committee. If a member and their alternate are absent from more than one meeting in a quarter, the Chair of the NC HMIS GC shall notify that member's COC Executive Committee or its equivalent.

**Article VI: Voting**

- A. Each NC HMIS GC member shall have one vote; in the absence of the member or in the event of a conflict of interest, the alternate may vote. A quorum consists of representation from at least two-thirds of the participating CoCs.
- B. The NC HMIS GC will strive to make decisions by consensus. However, if after sufficient attempts to achieve consensus one cannot be reached, a vote must be called and a 60% majority will prevail.
- C. Fiscal matters, by-law changes, Lead Agency and Vendor decisions will require a 75% majority vote.
- D. Ad Hoc Members and meeting guests do not have voting privileges. To maintain order, members and alternates, Ad Hoc members, and guests may speak after being recognized by the chair.
- E. Both members and alternates are encouraged to attend all meetings of the NC HMIS GC. Only the member, or in the absence of the member, the alternate is allowed to vote.

**Commented [KD3]:** Can this be a bit clearer, just so everyone understands when a vote should be called? Could you say if, after 1 meeting, consensus cannot be reached the executive committee, or someone has the power to call a vote?

**Commented [KD4]:** Again- concern about one entity potentially being both an ad hoc member, and a representative of a CoC. Will that be allowed?

**Article VII: Officers**

- A. The NC HMIS GC members shall elect a Chairperson, Vice-Chairperson, Secretary and Treasurer. To be eligible to serve as an officer and individual must be either a COC representative or COC alternate.
- B. The Chairperson's duties will be to:
  - 1. Serve as primary point of contact for the NC HMIS GC
  - 2. Preside over NC HMIS GC meetings
  - 3. Facilitate the development of meeting agendas
  - 4. Ensure communication of NC HMIS GC matters to all members
  - 5. Shall Chair the NC HMIS GC Executive Committee
- C. The Vice-Chairperson's duties will be to:
  - 1. Assist the Chairperson as necessary
  - 2. Fulfill the duties of the Chairperson in the absence of said Chairperson
  - 3. Shall chair the Monitoring Committee
  - 4. Shall be a member of the NC HMIS GC Executive Committee
- D. The Secretary's duties will be to:
  - 1. Record minutes of all NC HMIS GC meetings
  - 2. Ensure distribution of minutes to all members
  - 3. Carry out the duties of the Chairperson and Vice-Chairperson in the event both officers are absent
  - 4. Shall be a member of the NC HMIS GC Executive Committee
- E. The Treasurer's duties will be to:
  - 1. Chair the NC HMIS Finance Committee

**Commented [KD5]:** Can ad hoc member be officers? If not, should be clear of that here

2. Provide monthly reports to the NC HMIS GC on the financial status of the statewide HMIS implementation
  3. Carry out the duties of the Chairperson, Vice-Chairperson , and Secretary in the event all three officers are absent
  4. Shall be a member of the NC HMIS GC Executive Committee
- F. The NC HMIS GC shall elect the four officers during the last meeting of the fiscal year of the program. The newly elected officers shall assume office at the close of that meeting and shall serve a term of one year.
- G. No one individual shall serve more than two consecutive terms in any office.
- H. No more than one representative from a COC may hold a position as an officer at any time.

**Article VIII: Resignation and Removal**

- A. A committee member may resign from the NC HMIS GC by submitting a written notice to the Chairperson and to their COC leadership.
- B. A member or officer may be removed from the NC HMIS GC by a 2/3-majority vote. This may only occur if the member is in violation of the attendance policy or the Code of Conduct as outlined in Article IX.
- C. If an officer resigns or is removed from the committee, an election will be held within the next 30 days to fill the vacancy.

**Article IX: Code of Conduct**

- A. The following Code of Conduct shall govern the performance, behavior and actions of the NC HMIS GC and its members.
  1. No member or alternate shall participate in the selection, award or administration of a bid or contract supported by Federal funds if a conflict of interest is real or apparent to a reasonable person.
  2. Conflicts of interest may arise when any committee member has a financial, family or other beneficial interest in the vendor firm selected or considered for an award.
  3. No committee member shall do business with, award contracts to, or show favoritism toward a member of his/her immediate family, spouse's family or to any company, vendor or concern who either employs or has any relationship to a family member; or award a contract or bid which violates the spirit or intent of Federal, State and local procurement laws and policies established to maximize free and open competition among qualified vendors.
  4. Committee members shall neither solicit nor accept gratuities, gifts, consulting fees, trips, favors or anything having a monetary value in excess of one hundred dollars (\$100) from a vendor,

**Commented [KD6]:** General comment- NCCEH is currently in by-laws as an ad hoc member. They responded to GC's HMIS Lead RFP in 2014. Does this present a conflict of interest either in the past or does this preclude them from responding to RFP's in the future if the GC were to bid on further work?

potential vendor, or from the family or employees of a vendor, potential vendor or bidder; or from any party to a sub-agreement or ancillary contract.

5. As permitted by law, rule, policy or regulation, the NC HMIS GC shall pursue appropriate legal, administrative or disciplinary action against a committee member, vendor or vendor's agent who is alleged to have committed, has been convicted of or pled no contest to a procurement related infraction. If said person has been convicted, disciplined or pled no contest to a procurement violation, said person shall be removed from any further responsibility or activities on behalf of the NC HMIS GC.

#### Article X: Standing Committees

##### A. Executive Committee

The NC HMIS GC Executive Committee shall consist of all officers of the NC HMIS GC plus one additional standing member elected at large. In addition a representative from the North Carolina Coalition to End Homelessness (NCCHEH) shall be an ad hoc and member and a staff member from the HMIS Lead Agency may be an ad hoc members.

Commented [KD7]: What is the process for determining how the at large member is selected? Are there any entities that could NOT be an at large member?

Commented [KD8]: Again, is there a conflict of interest since NCCHEH will serve as the system admin

##### B. Finance Committee

The NC HMIS Finance Committee shall consist of the NC HMIS GC Treasurer, four standing members at large, and an ad hoc representative from the HMIS Lead Agency. A representative of the NCCHEH shall be an ad hoc member.

Commented [KD9]: IF NCCHEH is an ad hoc member in their state advocacy position, not clear why they are on the finance committee. But I just may not understand all of the duties of this particular committee. May want to be a bit clearer on the goals/purpose of each committee.

- C. The NC HMIS Monitoring Committee shall lead the processes of monitoring the work of the HMIS Lead Agency and HMIS Vendor. The committee shall consist of four standing members at large and the Vice-Chair, who will chair the committee. A representative of the NCCHEH shall be an ad-hoc member.

Commented [KD10]: IS NCCHEH on here as the state advocacy org? Recommend listing responsibilities of this committee too. Not clear why NCCHEH is an ad hoc member for this committee

##### D. Committee membership

1. Committee members of the NC HMIS GC's Executive, and Finance, and Committees Monitoring Committees must be either members or alternate members of the NC HMIS GC.
2. Committee members for all other committees of the NC HMIS GC may be selected from the membership of any of the NC continua of care.
3. The Chair of all committees of the NC HMIS GC shall be a member or alternate of the NC HMIS GC.

#### Article XI: Fiscal Year, By-Laws Effective Date and Requirements for Annual Review

- A. These By-Laws shall be effect upon approval by adoption by the leadership board/body of all 12 Continua of Care in North Carolina. Approval shall be by signatures that are documented and stored by the Secretary. These by-laws shall be reviewed by the NC HMIS GC annually, beginning in the fiscal year after the adoption of these by-laws.

B. The fiscal year is defined as July 1 – June 30.

**Article XII: Amendments**

- A. Amendments shall be submitted at regular meetings of the committee. A vote on the submitted amendment will occur at the next meeting of the committee.
- B. Recommendation to change or amend by-laws may be made by any member at any time and shall be submitted at a regular meeting of the committee as follows:
  - 1. For proposals which fundamentally change the responsibilities or nature-structure of the NC HMIS GC shall stand for action and be open for discussion among members, and upon recommendation of a simple majority of members shall be submitted to the 12 CoCs for approval.
  - 2. For changes that do not fundamentally alter the responsibilities or nature-structure of the NC HMIS GC, they shall stand for action and be open for discussion among members and shall be in effect upon approval by a majority vote of the current and present members of the committee.
- C. Upon approval, the Secretary shall update the By-Laws document to reflect the changes and distribute updated copies to all members before the next regular meeting. Members shall be responsible for communicating amendments to the by-laws made by the NC HMIS GC to their CoC leadership board/body.

Commented [KD11]: What happens if all 12 CoCs don't approve? Is there an appeal process?

**Article XIII: Dissolution of Relationship with the NC HMIS GC**

- A. If a Continuum of Care decides to withdraw from participating in the Statewide HMIS system must provide 12 months written notice to the Chairperson and Vice-Chairperson of the NC HMIS GC. A CoC withdrawing from the Statewide HMIS system is still responsible for paying its share of outstanding costs as defined in the contracts signed by that CoC, unless the Governance Committee agrees otherwise.
- B. The severing of an individual CoC's relationship with the NC HMIS GC does not dissolve the NC HMIS GC or the existence of the statewide implementation. However, if more than 1/3 of the NC CoCs dissolve their relationship with the NC HMIS GC and statewide HMIS, then the remaining CoCs will re-organize to maintain a regional HMIS implementation.
- C. If all of the North Carolina Continua of Care unanimously wish to dissolve their relationship with the NC HMIS GC, then the organization shall be dissolved.