

**HOMELESS MANAGEMENT INFORMATION SYSTEM
GOVERNING BOARD**

BYLAWS

ARTICLE I: ORGANIZATION

Section 1. Name.

- A. The Homeless Management Information System Governing Board ("Board").

ARTICLE II: PURPOSE AND SCOPE

Section 1. Purpose.

- A. As set forth in its Charter, the Board will select and direct the HMIS Lead Agency on funding, policy, planning, evaluation, establishment of a work plan and priorities, and operational matters concerning the implementation and administration of the Homeless Management Information System ("HMIS") collaboration. The Board determines how system funding will be identified, collected and spent; serves as a forum for broader stakeholder engagement, program coordination, policy, planning, and operation of the HMIS collaboration; serves as the point of collaboration among the Continuums of Care ("CoCs"), State agencies, tribes, affected communities, the State Director of the Office to Prevent and End Homelessness and the Minnesota Interagency Council on Homelessness; takes responsibility for communication with stakeholders; and performs such other duties as are specifically set forth in its Charter.

Section 2. Scope of Authority.

- A. The Board is authorized to:
- i. Select and evaluate the performance of the HMIS Lead Agency.
 - ii. Establish workplan for HMIS Lead Agency.
 - iii. Establish annual HMIS budget.
 - iv. Establish funding plans that include the targeted contributions per funder, program, and/or user. This may include establishing policies or actions that address cases in which entities are unwilling or unable to meet contribution targets.
 - v. Establish policies and protocol for data collection, data sharing, administration, reporting, and any other use of or changes to HMIS.
 - vi. Establish, monitor and adapt a process for approving and prioritizing HMIS projects.
 - vii. Make timely decisions, where necessary, to enhance HMIS performance.
- B. HMIS Governing board authority will be established through common language in contracts, agreements, MOUs, and/or other binding documents adopted by CoCs and funders with the HMIS Lead Agency.

ARTICLE III: GOVERNING BOARD MEMBERSHIP

Section 1. Number and Composition.

- A. The HMIS Governing Board will be comprised of nine (9) voting members as follows:
 - i. End-user/agency (1)
 - ii. CoC metro (1)
 - iii. CoC rural (2)
 - iv. State agencies (2)
 - v. MICH/OPEH (1)
 - vi. Tribes (1)
 - vii. At Large (1) *CoC coordinators and State agency staff are not eligible to serve in the At Large role.*

Section 2. Appointment Process.

- A. CoCs, Tribes, and State agencies will determine their own process for identifying who will sit on the HMIS Governing Board for their seats.
- B. End-user/agency and at large seats will be filled by an application process.
 - i. Applications will be reviewed and voted on by the HMIS Interim Governing Board for the initial formation of the Board.
 - ii. Once the Governing Board is established, new end-user/agency and at-large membership will be determined by an application process and elections that will be held at the HMIS Annual Meeting.

Section 3. Term of Membership.

- A. Members shall serve for a term of two (2) years.
- B. Upon expiration of a Member's term, the Member may be re-appointed for an additional two-year term.
- C. There is no limit to the number of terms a CoC, Tribal, or State HMIS Governing Board member may serve.
- D. At Large or End-user members may serve up to two consecutive two-year terms, plus any partial term if less than two years (such as to fill a vacancy or the initial term to establish staggered terms for the Board).
- E. Founding Board members will determine process for allocating staggered terms.
 - i. 3 will have terms that expire in 1 year.
 - ii. 3 will have terms that expire in 2 years.
 - iii. 3 will have terms that expire in 3 years.

Section 4. Member Qualifications and Responsibilities.

- A. Each Member shall demonstrate his or her willingness to accept responsibility for the operation of the Board and his or her availability to participate actively in Board activities.
- B. All Members shall bring a statewide perspective, demonstrate leadership, think strategically, be empowered to speak for their constituencies, and be willing, able, and committed to attending regular meetings of the Board.
- C. Members shall be selected to bring a variety of interests and expertise to the Board.

D. Members shall be expected to sit on at least one Committee of the Board.

Section 5. Resignation and Removal of Members.

- A. Any Member may resign at any time by giving written notice of such resignation to the Secretary of the Board (“Secretary”). Such resignation shall be effective upon delivery, unless a later date is specified in the notice.
- B. The Board may remove members from the Board only after having provided the voting member written notice of potential removal and by an affirmative vote of not less than two-thirds (2/3) of all Members then in office, excluding the Member proposed for removal.

Section 6. Non-Voting Advisors to the Governing Board

- A. The following list includes qualities sought for regular, non-voting attendees of the Governing Board (participation is not limited to this list):
 - i. Chairs from each HMIS committee (if not already on Governing Board)
 - ii. Continuum of Care involvement
 - iii. Community planning/coordination experience
 - iv. IT/data system knowledge
 - v. End-user experience
 - vi. Expertise in trauma-informed use of data
 - vii. Experience with complex budgets/finance
 - viii. Professionals providing outside perspective to housing/homeless world
- B. Advisors will be sought as needed and as determined by the Board.

Commented [A1]: What does advisor mean? How are these people different from those non-voting attendees who just attend’?

Commented [A2R1]: This section articulates key qualities we have identified as NEEDED/DESIRED for participating in GB meetings. Individuals who meet these qualities have no special place in GB meetings in comparison to anyone who just shows up, but members felt it was important to specifically call out the qualities we are seeking—organization memory to recall what experience has shown us we need in HMIS planning.

ARTICLE IV: OFFICERS

Section 1. Number.

- A. The Board shall have the following Officers:
 - i. a Chair;
 - ii. a Vice Chair; and
 - iii. a Secretary.

Section 2. Elections

- A. The Board members shall elect a Chairperson, Vice-Chairperson, and a Secretary annually.
- B. Officers shall serve 1 year terms, and can serve unlimited consecutive terms.
- C. Elections of officers will be made by a simple majority vote.
- D. If any Officer should exit their position, elections may take place to fill the open position at a time determined by the Board. Such position terms will continue through the end of the current year.

Section 3. Chair.

- A. The Chairperson’s duties will be to:
 - i. Serve as primary point of contact for the Board.

- ii. Preside over Board meetings.
- iii. Finalize the meeting agendas, in consultation with the Executive Committee.
- iv. Ensure communication of Board matters to all members.
- v. Perform such other duties as prescribed by the Charter and these Bylaws, and as may be prescribed by the Board from time to time.
- vi. The Chair must be a Member of the Board.

Section 4. Vice Chair.

- A. The Vice Chair shall have such powers and perform such duties as the Chair or Board may prescribe from time to time.
- B. In the absence of the Chair or in the event of the Chair's death, inability, or refusal to act, the Vice Chair shall perform the duties of the Chair, and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the Chair.
- C. The Vice Chair must be a Member of the Board.

Section 5. Secretary.

- A. The Secretary shall be responsible for ensuring that all actions and the minutes of all proceedings of the Board are recorded, and shall be responsible for all documents and records of the Board.
- B. The Secretary's duties will be to:
 - i. Record minutes of all Board meetings.
 - ii. Ensure distribution of minutes to all members.
 - iii. Carry out the duties of the Chairperson and Vice-Chairperson in the event both officers are absent.
- C. The Secretary shall give or cause to be given any required notice of meetings of the Board, and shall provide to all Members within the time period identified in the Governing Board Communication Plan meeting copies of all said actions and minutes of said proceedings, and shall perform such other duties and have such other powers as the Board may from time to time prescribe.
- D. The Secretary need not be a Member of the Board.

ARTICLE V: MEETINGS

Section 1. Place and Time of Board Meetings.

- A. The Board may hold its regular and special meetings at such places as determined by the Chair of the Board or his or her designee unless the Members, upon an affirmative vote of not less than two-thirds (2/3), determines otherwise.
- B. The Members may determine that one or more meetings of the Board shall be held solely by means of remote communication pursuant to Section 8 below. Such authorization may be general or confined to specific instances.

Section 2. Regular Meetings.

- A. The Board shall hold regular meetings as the Chair, or his or her designee, shall determine.

Section 3. Special Meetings.

- A. Special meetings of the Board may be called: (a) by the Chair, (b) upon written request of any five (5) or more Members of the Board.
- B. The person or persons entitled to call a special meeting may make a written request to the Secretary to call the meeting, the Secretary shall give written notice of the meeting in the manner provided below, and the meeting shall be held between three (3) and fourteen (14) days after receipt of the request to call a special meeting.

Section 4. Notice of Meeting.

- A. Not less than five (5) days' written notice of a regular meeting and three (3) days' written notice of a special meeting of the Members, excluding the day of the meeting, shall be given to all Members. No notice of any meeting, regular or special, need state the purposes of the meeting except as may be specifically required by these Bylaws or otherwise required by law.
- B. Notice shall be delivered personally, sent by electronic mail, posted on an electronic network together with a separate notice to the Member of the specific posting, mailed, first class, postage prepaid, or such other methods as are fair and reasonable as determined in the sole discretion of the Secretary.
- C. Notwithstanding the foregoing, no written notice of any meeting of the Members is required if the date, time and place of the meeting was announced at a previous meeting of the Members.
- D. Any Member may waive notice of any meeting in writing before, at, or after a meeting.
- E. The attendance of a Member at any meeting shall constitute a waiver of notice of such meeting, unless he or she objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting. The waiver shall be filed with the person who has been designated to act as secretary of the meeting, who shall enter the waiver upon the records of the meeting.

Section 5. Rules of Procedure.

- A. The Members may adopt or establish rules of procedure for conducting meetings provided such rules are not inconsistent with the Charter, these Bylaws, or Minnesota law.

Section 6. Remote Communications for Meetings.

- A. Members of the Board may participate in a meeting by means of conference telephone or by another means of remote communication, so long as that Member, other Members so participating, and all Members present at the meeting may participate with each other during the meeting.

Section 7. HMIS Annual Meeting

- A. The HMIS Governing Board shall host a broad, state-wide Annual Meeting.
- B. The business of the Annual Meeting shall, at minimum, include:
 - a. Review HMIS Governing Board Charter and Bylaws and (as needed) adopt revisions to these documents.
 - b. Election of At Large and End user Governing Board seats (as dictated by expiring terms).
- C. Marketing and the Agenda for the HMIS Annual Meeting must be distributed no less than 3 weeks prior to the Annual Meeting.
- D. No business (decision making) may take place at the Annual Meeting unless previously identified in the Annual Meeting agenda.

Commented [A3]: These items were added to create clarity asked about Article VI. Section VI.

"Do we need to define what types of decisions are eligible?"

ARTICLE VI: DECISION-MAKING

Section 1. Governing Board Decision Making Process

- A. Items that require formal votes from the Governing Board will be provided in writing with Notice of Meeting prior to each Governing Board meeting.
- B. The Governing Board may add additional items to be added to the agenda at a Governing Board meeting only if the item is added at the start of the Governing Board meeting and receives two-thirds support from members to be added to the agenda as a voting item.
- ~~A-C.~~ The Board will seek to make decisions by consensus where possible. Where not possible, the Board will use "Roberts Rule of Order—Simplified" which will be included in the Charter.
- ~~B-D.~~ The presiding Chair will regularly remind Board members to pursue decision-making through the lens of "common interests" and to keep marginalized people's needs in mind when deliberating and making decisions.
- ~~C-E.~~ Where possible, the Board will seek to provide time for sharing information with HMIS stakeholders prior to making decisions. Where this is not possible, the Board will make time-sensitive decisions and will communicate these decisions broadly.
- ~~D-F.~~ No member shall vote on any issue where there could be a conflict of interest. (see Article VIII).

Section 2. Quorum

- A. A quorum of at least half (5) voting Board members must be present for any votes to be conducted.
- B. Board advisors and guests may contribute to discussion at Board meetings, but will not have voting privileges.

Commented [A4]: Why not for this group but could be for CoCs, tribes and state agencies?

Section 3. Remote and Proxy Voting

- A. Board voting members may vote in person or, by electronic means, e.g. via email.
- B. Proxy voting shall not be permitted for At Large and End User seats.
- C. CoCs, Tribes, and State Agencies may assign proxy to vote in their place.

Commented [A5R4]: The CoC, Tribes, and State agency seats are representatives of entities where there may be both reason and ability (Tikki/Tom) for fluidity in who represents the entity on the GB. At-Large and end user seats do not have the same representation capabilities (both in being a clearly defined group and in ensuring continuity will be maintained in member awareness of HMIS business).

Section 4. Action without Meeting.

- A. Actions outside of a meeting, in writing or by email, may occur only if identified in a previous Board meeting or called by the Chair.

Section 5. Decision Making at Committee Level

- A. The Board may grant Committees the authority to make decisions to advance the work of HMIS.
- B. All Committee decisions will be communicated to the Board at the next schedule Board meeting.
- C. The Board may alter this authority, if needed, without altering bylaws so long as they provide at least 30 days for input prior to limiting Committee decision making.

Commented [A6]: May want to have a section in the committee report templates for this to be reported

Section 6. Decision Making at the Annual Meeting

- A. Participation in the HMIS Annual Meeting shall be open to all.
- B. All attendees of the HMIS Annual Meeting (with the exception of the State System Administrator) shall be allowed to participate in decision making.
- C. All decisions at the HMIS Annual Meeting will be made by consensus or by simple majority using the following structure:
 - i. Each CoC shall have one vote (10 votes)
 - ii. Tribes shall have two votes (2 vote)
 - iii. State agencies shall have six votes (6 votes)
 - iv. All other stakeholders/attendees shall participate in one of the following groups to caucus to provide one vote on each decision:
 - a. Homeless agencies directly receiving Federal funding (1 vote)
 - b. End Users (1 vote)
 - c. Advocacy/Policy Organizations (1 vote)
 - d. Victim Service Providers (1 vote)
 - e. Persons who have experienced homelessness (1 vote)
 - f. At Large/Other (1 vote)
 - v. Total of up to 23 votes
- D. In the case of a tie vote, the current Governing Board Chair will have the tie-breaking vote.
- E. Changes to bylaws and governance structure shall require two-thirds majority vote (13 votes).

Commented [A7]: I think decision making at the Annual Meeting should be the same as decision making at all the other meetings.

Commented [A8]: Rationale for this group to have a designated vote? Is this typical? Self-identify? What happens to this groups vote is no one meets its definition?

Commented [A9]: What if a group is not present and the vote is a tie?

ARTICLE VII: Committees

Section 1. Establishing Committees

- A. The HMIS Governing Board will establish all workgroups and committees of the Governing Board.
- B. The Board will monitor and establish policies regarding how committees/workgroups interface with the Governing Board.

Commented [A10]: What's the difference between a work group and a committee?

Commented [A11R10]: I see workgroups as short-term, time-limited with specific task. Committee is more long-term and may have multiple tasks or broader scope. If confusing, could use only committees—personally prefer the action-oriented feel of "workgroup"

- C. The Board will provide committees/workgroups with clarity on purpose, authority, scope, and desired outcomes.

Section 2. Permanent Committees

- A. The following Permanent Committees shall be established:
 - i. Executive Committee
 - ii. Finance Committee
 - iii. Policy and Prioritization Committee
 - iv. Implementation Committee

Section 3. Executive Committee

- A. The Executive Committee shall:
 - i. Oversee and expedite the work of the Board and other Committees.
 - ii. Provide timely direction to the Lead Agency and Committees.
 - iii. Act as primary contact for all stakeholders.
 - iv. Prepare Board agendas.
 - v. Ensure that Committees follow appropriate practices, including reporting to the Board.
 - vi. Review any grievances received regarding HMIS. Participants in a review of a grievance shall not have a conflict of interest for the grievance they are reviewing.
- A. Membership of the Executive Committee shall include:
 - i. Chair of Governing Board
 - ii. Vice Chair of Governing Board
 - iii. Finance Committee Chair
 - iv. Policy and Prioritization Committee Chair
 - v. Implementation Committee Chair

Section 4. Finance Committee

- A. The Finance Committee shall develop, approve and manage a system-wide budget for the HMIS, including the development of resources.
- B. Membership of the Finance Committee shall seek to include, but is not limited to: CoC's, State Agencies, Federally funded partners, End-users, Private Funders, and other interested stakeholders.

Section 5. Policy and Prioritization Committee

- A. The Policy and Prioritization Committee shall
 - i. Establish policies and protocol.
 - ii. Prioritize HMIS projects.
 - iii. Monitor HMIS implementation.
 - iv. Lead HMIS strategic planning.
- B. Membership of the Policy and Prioritization Committee membership shall seek to include, but is not limited to: Tribes, CoC's, State Agency programs (MHFA, DHS, others), Greater Minnesota geography, Urban geography, and other interested stakeholders.

Section 6. Implementation Committee

- A. The Implementation Committee shall solicit input from users of HMIS regarding ease of use and implementation issues and provide recommendations to the Lead Agency and the Board.
- B. Membership of the Implementation Committee membership shall seek to include, but is not limited to: small organizations, complex organizations, policy organizations, Veterans organizations, Mental Health organizations, Domestic Violence organizations, Youth serving organizations, Street Outreach organizations, Permanent Supportive Housing operators, Shelter providers, Rapid Re-housing providers, Report writers, Coordinated Entry System specialists, Waitlist operators, User groups.

ARTICLE VIII: CONFLICT OF INTEREST

Section 1. Policy.

- A. It shall be the policy of the Board that all Officers and Members thereof shall scrupulously avoid any conflict between their own respective individual interests and the interests of the Board in any and all actions taken by them on behalf of the Board in their representative capacities.

Section 2. Definitions.

- A. The following are considered a “direct or indirect interest or a relationship” which would trigger this Conflict of Interest Policy. As a result, the requirements of Section 3 below must be met if the Board is contemplating an action that directly involves any of the following:
 - i. an Officer, Member, or person in a position to exercise substantial influence over the affairs of the Board, or a member of the family of such person (a member of the family is a spouse, parent, child, spouse of a child, brother, sister, or spouse of a brother or sister);
 - ii. an organization in which an Officer, Member, or person in a position to exercise substantial influence over the affairs of the Board, or a member of the family of such person, is a director, officer, or legal representative; or
 - iii. an organization in which an Officer, Member, or person in a position to exercise substantial influence over the affairs of the Board, or a member of the family of such person, has a material financial interest.

Commented [A12]: This set of definitions seem broad an non-applicable to our Board.

Commented [A13R12]: This is pretty common place language for conflict of interest. We could look at other examples. Need something that defines what it is. This language is straight from ATF bylaws—reviewed by MN Housing legal.

Commented [A14]: Don't some CoCs, DHS and MHFA have a material financial interest?

Commented [A15R14]: I actually think there are few areas this will arise—where there is a person or member of a family that would personally benefit from HMIS GB decisions. The closest I can think of is if CoCs need to use planning \$\$ for HMIS as some coordinator positions are partially paid through these grants.

Section 3. Procedures.

- A. Any Member who has an actual or possible conflict of interest must disclose the existence and nature of the conflict to the Chair. The disclosure must be made at or prior to the meeting of the Board during which the Members are considering the proposed action.
- B. The Board shall determine whether an actual conflict of interest exists.
- C. If the Board determines that an actual conflict exists, the Member with the conflict of interest may make a presentation at the meeting at which the action will be discussed, but after such presentation, he or she shall leave the meeting during the discussion of, and the vote on, the action that results in the conflict of interest.

Homeless Management Information System Governing Board Bylaws

- D. The Board may take an action involving a conflict of interest if the material facts about both the action and the Member's interest in the action are either fully disclosed or known to the Members of the Board. In such cases, the action must be authorized, ratified, or approved in good faith by a majority of the Members present and entitled to vote thereon. The vote of any interested Member does not count for purpose of determining what constitutes a majority vote, and the presence of any interested Member at a meeting at which such a vote is taken does not count in determining the presence of a quorum.
- E. Members shall deliver to the Chair an annual disclosure of known potential conflicts.

Commented [A16]: Really? If so, we should establish a process for this.

Commented [A17R16]: True. Good to match with review of bylaws. I think it is also possible that people declare upon entering GB seat and revise only as personal changes warrant. I have a form that could be used.

ARTICLE IX: ADOPTION AND AMENDMENTS

Section 1. Adoption

- A. The HMIS Governing Board Charter and Bylaws shall be adopted by the newly formed HMIS Governing Board within three (3) months of their initial formation. Adoption of bylaws shall require two-thirds vote, or six (6) votes.

Section 2. Amendments

- A. Recommendation to change or amend bylaws may be made by any member and shall be submitted at a regular meeting of the committee or at the HMIS Annual Meeting. Proposals shall stand for action and be open for discussion among members. Any number of amendments, or an entire revision of the Bylaws, may be voted upon at a meeting of the Members and shall be adopted at such meeting upon receiving an affirmative vote of two-thirds (2/3) of the Members who are present at the meeting and entitled to vote on the proposed amendment or revision.
- B. Amendments to bylaws may be made at the HMIS Annual Meeting and requires two-thirds majority to pass (15 votes).

Commented [A18]: Can amendments proposed and voted on at any time or just the Annual Meeting?

CERTIFICATION OF ADOPTION

HOMELESS MANAGEMENT INFORMATION SYSTEM GOVERNING BOARD:

The undersigned, as Secretary of the Homeless Management Information System Governing Board, hereby certifies that the foregoing Bylaws of the Board were adopted by resolution of the Board at a meeting held on _____, 2017.

Secretary
Date