

Appendix A - CoC Governing Board Operations

Leadership

There shall be a Chair and Vice-Chair for the CoC Governing Board

- A. The Chair and Vice-Chair shall be elected from among the Governing Board members by a simple majority vote for a one year term (renewable up to two additional terms).
- B. The Director of the CoC ("Director"), or his/her designee, shall support the activities of the CoC.

OFFICER POWERS AND DUTIES

- A. The Chair shall preside at all meetings, introduces business in proper order per the agenda, recognizes speakers, determines if a motion is in order, keeps discussion focused on the agenda item at hand and pending motion, maintains decorum during Board meetings, puts motions to a vote and clarifies results and any other duties outlined in the Southern Nevada Continuum of Care Charter. The Chair may delegate these responsibilities to other members of the governing board in the absence of the Chair and Vice-Chair.
- B. The Vice-Chair shall act as Chair and perform those duties in the absence of the Chair.
- C. The Director, or designee, prepares and distributes agendas and supporting documents via email at least three (3) days in advance of meetings, reserves meeting space, maintains contact information of members, and other duties as assigned by the Board.

Meeting Frequency and Attendance:

A Quorum must be present for the Governing Board to hold a meeting. Quorum is defined as 50% +1 board member, or 9 members. Quorum will be tallied and verbally announced by the Collaborative Applicant at the beginning of each Board meeting.

Agenda Development

When an issue is identified as time sensitive and the Board needs to elevate something that was not included on the agenda (and therefore lacked opportunity for Board members to prepare in advance), the Board will vote to amend the agenda at the beginning of the meeting through a Call for New Business.

Voting Process:

The decision-making structure of the Governing Board is the following:

- The Board will attempt to reach consensus for all voting items. Consensus is defined by The Consensus Council, Inc. as meeting participants making decisions by agreement rather than by majority vote.
 - Elements of a Consensus Based Decision: All parties agree with the proposed decision and are willing to carry it out; No one will block or obstruct the decision or its implementation; and Everyone will support the decision and implement it.
 - Levels of Consensus: I can say an unqualified "yes"! I can accept the decision. I can live with the decision. I do not fully agree with the decision, however, I will not block it and will support it.
- Board members will prioritize: information gathering (requesting information from Subject Matter Experts (SMEs) and impacted community groups), deliberation, inclusion, and the opportunity for all board members to share their unique perspective over urgency for urgency's sake.
- Any board member can make a call for consensus with a motion and second.
- When consensus is not possible:
 - Any member can call for a vote with a motion and second. At least 9 members must vote in favor of the motion for it to be approved.
 - If 9 people do not agree with the motion, the Board will determine whether to table the issue or deliberate further. Deadlines and timelines will be established at the time of that determination.
- In the case of an Emergency Action, the Board will determine the most appropriate course of action to meet the immediate need. Options include email voting via (*specific tool with vote transparency, with a stated deadline*) or holding an emergency board meeting with at least 24 hours notice.
 - Emergency Action may be required in situations where a lack of action would cause harm to the community, either through financial loss, safety implications, or another unanticipated circumstance the board determines to be time sensitive and requiring immediate attention.

Conflict of Interest

As a member of the Southern Nevada Homelessness Continuum of Care Board, there is an ethical and legal obligation to act in the best interests of the Southern Nevada Homelessness Continuum of Care collaborative body. Conflicts of interest may arise from time to time, and it is the Board member's duty to disclose such conflicts and avoid any participation in decisions where they have a personal interest.

Definition of Conflict of Interest

A conflict of interest occurs when a board member, or someone with whom the board member has a close relationship (such as a family member or business associate), has a financial or other personal

interest that could improperly influence—or appear to influence—their decisions on behalf of the organization.

Examples of Conflicts May Include (but are not limited to):

- Having a financial interest in a company doing business with the organization.
- Accepting gifts or favors from individuals or companies that do business with the organization.
- Using organizational resources for personal or commercial gain.
- Employing or recommending relatives for paid positions within the organization.

Disclosure and Recusal

Board Members agree to:

- Disclose any actual, potential, or perceived conflicts of interest to the Board in a timely manner.
- Recuse themselves from any Board discussions or votes where I have a conflict of interest.
- Complete and submit a conflict of interest disclosure form annually and update as circumstances change.