

# HLB Executive Committee | MINUTES

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April 15, 2019 – 2:30 PM – JWB 14155 58<sup>th</sup> St. N., Clearwater, FL

## Attendees

Amy Foster  
April Lott  
Duggan Cooley  
Sean King

## Staff

Susan Myers  
Ginny Keeter-Bodkin

**1. Welcome, Introductions, Establish Quorum:** A quorum was established. Chair Foster opened the meeting at 2:45PM (waited for quorum).

**2a. Items Removed from Consent Agenda (if applicable):** Agenda items included March Executive Meeting Minutes and February Financials.

**MOTION:** April Lott moved to approve the consent agenda as presented; seconded by Duggan Cooley. **VOTE:** The motion passed unanimously.

The Chair inquired about cash flows. The HLB is waiting for a large grant check from a funder; Susan Myers will call the contract manager tomorrow for an update. Duggan Cooley suggested that the HLB draw some funds on the line of credit and repay them in order to keep the line active; advised that CEO review the agreement.

### 3. “Housing First” Agency Questionnaire:

**MOTION:** April Lott moved to approve the Housing First Agency Questionnaire; seconded by Duggan Cooley. **VOTE:** The motion passed unanimously.

- Insert a Question after #2 – “Does the project require drug screening prior to entry”?
- The form should be completed and submitted annually.
- Discussion on identifying a minimum score,
- This form can be used to start a conversation; not used punitively.

**MOTION:** April Lott moved to bring the approved questionnaire (with the added question) to the Funders April 26<sup>th</sup> meeting to get an official recommendation to bring it to the Board. Seconded by Duggan Cooley. Add narrative for Board.

**VOTE:** The motion passed unanimously.

Discussion – the HLB should consider passing a new Housing First Resolution to give direction now that April 2019 has passed. The resolution needs stronger language (not “encourages”) to give it ‘teeth’. Funders may use the updated resolution wording if the language is stronger.

### 4. Proposed HLB Board Restructure:

The Chair explained that the Bylaws and Governance Committee asked to move this forward to the Executive Committee for review before sending to Board in June. These are the documents (including Charter) that were viewed at Bylaws and Governance meeting on March 22<sup>nd</sup>.

Attorney Kardash had reviewed and commented:

- The Bylaws will be for the 501c3; they will need to be approved by the 501c3 board
- 501c3 will have to redo their Articles of Incorporation to match.
- Discussion on whether the CoC needs Bylaws; HUD documents say a CoC is not a legal entity and only needs a Charter.

- If the CoC is not a legal entity, is that a problem? What is the proper insurance?
- Attorney Kardash stated that she cannot represent both the 501c3 and the CoC Board. The 501c3 would have to fund their own attorney; the CoC Board has no funding so the 501c3 would have to fund that as well.
- In the MOU, she suggests that the CoC, asks for an Indemnification Agreement (hold harmless) – which is risky for the 501c3.
- There is a Grievance process used by other CoCs.

**ACTION:** Susan Myers will check with colleagues on how other CoCs handle legal aspect.

- HUD defines the CoC (FL502 Pinellas CoC) and should be named and referred to as that name in Charter documents and others.
- Need precision in refining the entity's names - FL502 Pinellas CoC and HLB 501c3.
- Also need to clearly differentiate the CoC Board members who are elected onto the Board vs. the Elected Officials who are appointed to the Board.
- Executive Committee should be at least five (5) members to closely match the current membership: Chair, Vice Chair, Immediate Past Chair, Secretary, Funders Council representative, and a Direct Service Provider representative.

Discussion on Board Committees (remove Funding Priorities Committee – Data and System Performance handles this). The group continued to revise the draft Charter.

Discussion whether to include on the membership application that member organizations must enter into HMIS.

Sunshine Law discussion: Attorney Kardash - Sunshine Law regarding the current seats and Appointed Officials; they have seats now because of Interlocal Agreement (which expires in 2022). That Interlocal used a different charter. If this reorganization is to take place, a **notice will need to be sent to all those Appointed Official members informing them that the Interlocal is being dissolved.**

- An option would be to send them the new Charter saying their membership is still desired, but the Interlocal needs to be redrawn and attached the new charter (but that would have to include that the agreement is subject to the Sunshine Law).
- The other option would be that any of these bodies can appoint someone to this Board, but they must be involved with provision of homeless services. Create a Municipal category of members and specify that the entity can appoint who they want, if you want to bind them to sending Elected Officials, there must be an Interlocal.

**ACTION:** Attorney is going to clarify that we are subject to Sunshine because we were formed by an Interlocal Agreement.

Create a member category for Municipal and Government Entities; this category automatically, by virtue of membership, gets a seat on the CoC FL502 Board. Appointee must be a policy making authority.

Attorney Kardash – There are two separate sections about Conflict of Interest policies; that should be a separate document adopted on its own with the application and signed with the Membership Application.

Attorney Kardash - Keep the Charter broader on membership and be more specific in the application (i.e. homeless/formerly homeless members do not pay membership fee); it is easier to make changes to the application than the Charter.

ADD to application: Attendance at Providers Council is required for Agency membership for the inception/inaugural year of this new re-organization.

By the time of the fall South County meeting in October 2019, membership should have been established and be a full membership meeting; members can submit agenda items. Start taking memberships July-October.

A marked up version of this draft will be sent to committee members as soon as possible; members will provide feedback to Susan Myers by the morning of Wednesday, April 24<sup>th</sup> in order for changes to be made and sent back to committee by the afternoon of the 25<sup>th</sup> in order to reconvene a ½ hour meeting prior to the Funders Council at 9:00 am on April 26<sup>th</sup>. The final version of the Charter would go in the Board packet for the May 3<sup>rd</sup> meeting; the mailing of the packet will be delayed in order to include this.

Adjourned at 4:50PM.