



Balance of State CoC Board of Director Responsibilities

The purpose of this document is to provide an overview of duties and responsibilities as a Director for the Balance of State CoC 501c3 non-profit organization.

According to the Corporation's bylaws (Article IV, Section 1), the responsibilities of the Directors include advancing the mission of the Corporation by developing and overseeing the execution of a substantive strategic vision; the solicitation, development, and investment of funds to assist the Corporation in achieving its goals; the formulation of any desirable amendments to the Articles of Incorporation or these Bylaws; and attendance at meetings of the Board of Directors and meetings of the Board's committees and task forces of which they are members.

According to the Corporation's bylaws (Article IV, Section 1), the Board's specific responsibilities include:

- Working in partnership with the President (CoC Director) to oversee the efficient performance of the Corporation's mission;
- Articulating and periodically reviewing and updating the Corporation's mission and values;
- Maintaining the Corporation's fiscal health and developing its proposed annual budget for approval by the Members;
- Assisting the President (CoC Director) in the development and successful implementation of the Corporation's long-range plans, strategies, and organizational priorities;
- Determining the policies of the Corporation and the Board of Directors (including, but not necessarily limited to, a code of conduct for Directors) and the organizational structure of the Board and its committees and task forces; and
- Annually assessing the effectiveness of the Board and providing information for the annual assessment of the effectiveness of the President (CoC Director).

According to the Board approved conflict of interest policy, each Board member has a duty to disclose any actual or possible conflict of interest. According to the Board approved decision-making policy, each Board member:

- Has a duty to disclose whether their agency is a CoC-funded and/or EHH-funded agency;
- (If CoC-funded), must abstain from voting on any decisions specific to the CoC Annual Competition. This includes, but is not limited to, board scoring tool policy and ranking, threshold policy and decisions, and review of new project applications.
- (If EHH-funded), must abstain from voting on any decisions specific to EHH funding and certification decisions. This includes, but is not limited to, EHH certification, grant application scoring and awards, and funding decisions.

According to Wisconsin Statutes, Chapter 181, there are two key fiduciary duties of a nonstock corporation director – the duty of loyalty and the duty of care.



- **Duty of Loyalty** - In basic terms, the duty of loyalty requires a director to put the interests of the corporation above the interests of the director personally or any third-party organization with whom the director may be affiliated. It also prohibits the director from making any decision or entering into any transaction for which the director will personally profit. If a director was appointed to the Board to represent a specific interested party, that director nonetheless has a duty to act in the best interests of the corporation as a whole, rather than to advocate for that interested party.
- **Duty of Care** - The duty of care is typically described as a director's duty to act with good faith and with the care that an ordinarily prudent person would exercise in a like position under similar circumstances.

Specific expectations as a member of a working Board of Directors include, but are not limited to:

(1) Attendance at each two-day Balance of State CoC quarterly meeting

- Each Board member is responsible for their own registration fee, transportation, food & hotel costs.

(2) Attendance at each monthly Board of Director meeting

- Each Board member is responsible for notifying the Secretary of the Corporation in advance of a missed meeting.
- In general, monthly Board meetings occur on the 4th Tuesday of the month, from 1:00-3:00pm via go-to webinar.
- At least on a quarterly basis, the Board of Directors meet in a central location in person for strategy, policy and other Corporation planning. This meeting typically occurs from 9-10 AM until 3-4 PM. Board members are responsible for their own transportation or other travel costs. Lunch is provided.

(3) Chair, or co-chair, a Balance of State CoC committee

- In accordance with the Corporation's bylaws (Article VI, Section 1-5), the Corporation has four standing committees:
 - Executive Committee – consists of 5 members (Chair, Vice Chair, Secretary, Treasurer, and President)
 - Nominating Committee – consists of at least one Director
 - Finance and Audit Committee – consists no more than 5 members, two must be Directors (one must be the Treasurer)
 - System Performance Committee – consists of at least two Directors (one must be the HMIS lead)
- In accordance with the Corporation's bylaws (Article VI, Section 6-7), the Board approved a resolution creating the following 7 additional committees:



- Coordinated Entry
 - Discharge Planning
 - Emergency Shelter and Diversion
 - Gaps & Needs
 - Public Awareness
 - Youth Advisory Board: Youth and Adult
 - Veteran Advisory Board
- Each committee must develop a written charter that includes a specific description of the duties, responsibilities, and procedures pertaining to the committee’s operations. The charter must be submitted to the Board of Directors for review, and upon approval, shall constitute the committee’s charter.
 - Chairing, or co-chairing, a committee includes the following responsibilities:
 - Creating and adhering to a charter, updating and reviewing as needed
 - Holding regularly scheduled meetings
 - Recruiting members to the committee
 - Establishing goals, benchmarks, and completing tasks
 - Facilitating discussion, developing an agenda
 - Taking and managing attendance
 - Collecting and tracking match documentation quarterly
 - Ensuring that minutes are taken of the meeting and submitted to the Website Manager for posting
 - Creating and managing teams or workgroups within the larger committee
 - Presenting updates at the Balance of State CoC Quarterly meeting

(4) Actively participate in the Director’s local coalition (if nominated by a local coalition)

- Participation must include attendance at local coalition meetings, active engagement with local planning, and assisting with the overnight street count associated with the PIT in January and July each year.
- Participation may include additional duties and responsibilities as set forth by the local coalition.

(5) Administrative Duties

- These duties include, but are not limited to, submitting match documentation quarterly and assisting with the collection of documents for the CoC Competition.