

# **BY-LAWS**

**Of the**

## **Cuyahoga Regional HIV Health Services Ryan White Planning Council**

**Planning Council Chairs:**

**Cecelia Huffman-White and Kimberlin Dennis**

***Updated & Approved***

***February 19<sup>th</sup>, 2014***

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## **Article I- Name**

### ***Section 1.1***

The name of the Council shall be the Cuyahoga Regional HIV Health Services Ryan White Planning Council. As used in these Bylaws, the words "Planning Council" and "Council" mean and refer to the full Ryan White Planning Council. The term "committees" used in these bylaws refer to the committees of the Planning Council.

### ***Section 1.2***

The area served by the Council shall be the same as those established by the Transitional Grant Area (TGA). The six county TGA includes: Ashtabula, Cuyahoga, Geauga, Lake, Lorain and Medina, representing an area of over 2,300 square miles. The full Council meets at the Old Brooklyn Neighborhood Family Service Center at 4261 Fulton Parkway, Cleveland, OH 44144. Meetings are open to the public.

## **Article II- Legal Authority**

### ***Section 2.1***

The Council was created by and functions pursuant to the requirements of the Ryan White Comprehensive AIDS Resources Emergency Act of 1990. The Council is appointed by the Chief Elected Official (CEO) of the Cleveland TGA Ryan White Program, the Honorable Edward FitzGerald, Cuyahoga County Executive. Only the County Executive and his appointed Planning Council Chairs may speak on behalf of the Planning Council, unless written permission given otherwise.

## **Article III- Mission Statement**

### ***Section 3.1***

The mission of the Cuyahoga Regional HIV Health Services Planning Council is to plan for the comprehensive delivery of HIV/AIDS services and allocation of resources for the Transitional Grant Area (TGA), as mandated by the Ryan White Part A legislation. The goal of the Planning Council is to make decisions on how to use funds working to ensure a system of care that effectively serves all eligible people living with HIV/AIDS in the Cleveland TGA.

### ***Section 3.2 Duties***

The duties of the Council shall be:

- a) Establish service priorities and allocate funds from the 2009 Ryan White HIV/AIDS Treatment Extension Act within the eligible area.
- b) Develop a comprehensive plan for organizing, delivering, evaluating and monitoring HIV/AIDS related health and support services that seek to be compatible with existing State or local plans regarding the provision of HIV/AIDS related services.
- c) Assess the efficiency of the administrative mechanism in rapidly allocating funds to areas of greatest need within the eligible area.

## **Article IV- Membership**

### ***Section 4.1(a) Representation***

The Council shall consist of a maximum of thirty five (35) members. At a minimum, membership shall include representatives of the following groups:

1. Healthcare providers, including Federally qualified health centers
2. Community based organizations serving affected populations and AIDS service organizations

3. Social service providers, including housing and homeless service providers
4. Mental health providers
5. Substance abuse providers
6. Local public health agencies
7. Hospital planning agencies or healthcare planning agencies
8. Affected communities, including individuals with HIV disease or AIDS, and historically underserved groups and subpopulations
9. Non-elected community leaders
10. State Medicaid agency
11. State agency administering the Part B program
12. Modernization Act grantees under Part C
13. Modernization Act grantees under section 2671 which provide coordinated services and access to research for women, infants, children or youth (including Part D) or if none exists representatives of organizations with a history of serving children, youth, and families living with HIV/AIDS and operating in the TGA
14. Grantees under other Federal HIV/AIDS programs, including HIV/AIDS Prevention Programs
15. Formerly incarcerated PLWH/A or their representatives
16. Individuals co infected with Hepatitis C and
17. Members of a federally recognized Native American tribe
18. Council membership is limited to two representatives from any organization

#### ***Section 4.1(b) Reflectiveness***

The Council will strive to maintain in its composition demographics similar to those of the epidemic in the TGA.

The Planning Council's membership will consist of at least 33 percent HIV+, non-conflicted individuals who receive Part A funded services. A non-conflicted individual is someone who is not an officer, employee, or consultant to any provider that receives Part A funds.

#### ***Section 4.2(a) Member***

A "member" or "members" as used in these Bylaws refers to those persons who have been duly and lawfully appointed to the Planning Council by the Chief Elected Official (CEO) in conjunction with the Mayor of the City of Cleveland.

All members shall have voting privileges on the Planning Council. Voting privileges commence upon receipt of the appointment letter(s).

A representative of the County Executive, which is the CEO of the TGA, shall serve as an ex-officio member on the Council.

#### ***Section 4.2(b) Membership Process***

1. A blank application for nomination to the Council is available to anyone who requests them, and is kept with Planning Council Staff.
2. Persons may nominate themselves or persons may be nominated by someone else.
3. Completed applications are submitted in confidence to the Membership, Retention, and Marketing Committee, (delivery instructions are included with nomination form).

4. Nominees may be recruited by the Membership, Retention, and Marketing Committee in conjunction with the Planning Council as a whole in accordance with a plan that outlines target populations for recruitment (Section 4.1(a), Item 6 below) defines variables that guide the recruitment plan).
5. The Membership, Retention, and Marketing Committee will review nominations on an ongoing basis and go into Executive Session to discuss confidential information as needed.
6. The Membership, Retention, and Marketing Committee examine's the current composition of the Council and reviews applications for several variables including: reflectiveness, geographic area of employment and/or residence, agency affiliation, and legislative requirements. Additional information regarding a nominee's experience and background will be considered to the extent that a nominee chooses to disclose the information in the nomination application. The information may provide evidence of the nominee's leadership qualities, organizational abilities, individual strengths, and commitment to HIV/AIDS services. All information is recorded and stored by the Chair of the Membership, Retention, and Marketing Committee and/or Planning Council Staff in accordance with the Public Act concerning HIV/AIDS Confidentiality.
7. After the Membership, Retention, and Marketing Committee reviews applications, applicants deemed eligible are required to attend one Committee meeting (excluding Executive) and one Planning Council meeting. In order for an applicant to be a member, he or she must live within the Cleveland TGA. The only exception to this is if the applicant fulfills a HRSA mandated position that cannot be filled by someone within the TGA during the application process to fulfill the attendance requirement, consumers deemed eligible will be provided transportation assistance if needed and based on availability of funding. Once an applicant meets this requirement, the Membership, Retention and Marketing Committee will conduct a final review of applications and may forward to Planning Council for consideration. If the Council votes to accept the applicant, Planning Council Staff will forward the applicant's information to the Chief Elected Official for final review and appointment. **The CEO makes the final decision regarding appointment to the Planning Council.**
8. Applications are accepted year round.

### **Section 4.2(c) Terms of Service**

The term of office shall be for a period of three (3) years for all Planning Council members. Membership will begin upon County Executive and City of Cleveland appointment and will end on the last day of the month after three years (for example, if an individual is appointed on June 9th, the term will end on June 30<sup>th</sup> three years later). Upon completion of a three year term, an individual is eligible to immediately reapply for Planning Council membership in accordance with the membership process outlined in Section 4.2 (b).

### **Section 4.2(d) Responsibilities**

Each member of the Planning Council shall have the following responsibilities:

1. To uphold the goals, objectives, policies and procedures of the Planning Council.
2. To attend Planning Council meetings and to participate in the policy making decisions of the Planning Council (see Article V, Section 5.9 for attendance requirements).
3. To choose a standing committee and serve in accordance with the provisions of Article VI and as is suited to the member's interests, skills, and needs of the Planning Council
4. To contribute his/her professional and personal expertise to further the work of the Planning Council
5. To support the membership recruitment, planning, needs assessment, and priority setting processes of the Planning Council

6. To recognize and disclose any conflicts of interest and abstain from voting as necessary (see Article VIII, Conflicts of Interest).

Any member who fails to perform his/her duties as discussed in Section 4.2 (d) may be subject to removal.

### ***Section 4.3 Termination of Membership Based on Conduct***

Conduct or behavior that interferes with the business of the Planning Council and/or conduct that would have a negative impact on the community's confidence in the Planning Council is also grounds for termination of membership. If a Planning Council member has concerns regarding the conduct and/or behavior of another Planning Council member, the member shall bring the concerns/issues to the Council Chairs for resolution. If the issues/concerns are still not resolved, the Council Chairs will bring the issue/concern to the full Executive Committee for corrective action, which may include termination.

Proposed terminations shall be reviewed by the Executive Committee, which shall submit a recommendation to the Planning Council. A majority vote of the Planning Council shall be required for approval of termination.

The CEO may terminate the membership of a Planning Council member with or without the recommendation or approval of the Planning Council.

### ***Section 4.4(a) Planning Council Chairs***

Three Chairs will be the Officers of the Planning Council. The Cuyahoga County Executive and the Mayor of the City of Cleveland will each appoint one Chair to the Planning Council body will elect a third Consumer Chair. The Cuyahoga County Executive and the Mayor of the City of Cleveland will ensure compliance with federal requirements regarding conflict of interest and eligibility for chairpersonship. The term of office shall be for three years.

Chair terms take the place of Planning Council membership terms. Therefore, once a Council member becomes a Planning Council Chair, their membership term is ended and their three year Chair term begins. Once the Chair term is finished, the individual is no longer a Planning Council member, but is eligible to immediately reapply for Planning Council membership as stated in section 4.2 (b).

Chair terms should end in rotating years so as not to have both leaving in the same year. In the event that Chair terms cannot end in rotating years, the Council should request that the Chair with the latest termination date have his or her term extended by one year.

In the event a Chair resigns prior to completing their term, the appointing official (County Executive or Mayor of the City of Cleveland), will appoint a new chair to fill the term of the resigning chair. In the event the resigning chair is the Consumer Chair, the process outlined in Section 4.4 (b) will occur.

### ***Section 4.4(b) Planning Council Consumer Chair Eligibility***

The eligibility requirements for Planning Council Consumer Chair are as follows:

1. Be a person living with HIV/AIDS (PLWHA).
2. Currently serve as a Council member.
3. Have currently served on the Council for at least 12 consecutive months.
4. Have attended at least 75% of Council and assigned committee meetings within the last 12 months.
5. Currently reside in Cleveland TGA.

The Consumer Chair (PLWHA) will be elected by the Planning Council with final appointment made by the County Executive (CEO and Mayor of the City of Cleveland. While strongly encouraging multiple nominations, the Membership, Retention, and Marketing Committee retains the right to move an eligible Chair nomination forward to the full Planning Council when at least one

Eligible nomination is submitted.

During the meeting in which nominations are being moved forward to a vote, the following process takes place:

1. The Membership, Retention, and Marketing Committee shall distribute information about the nominee(s). Nominees have the opportunity to address the council and then leave the room during Planning Council discussion.
2. A motion is entertained to consider the nominations. After the motion is seconded, discussion occurs.
3. Once discussion is finished; a written ballot tally is taken. This tally is designed to allow council members to prioritize the nominees when there is more than one nominee, since parliamentary procedure only allows a yes/no/abstention vote. Even if only one nominee exists, the ballot tally is used to let members make an individual and private choice on the nominee.
4. The ballot is submitted to and counted by Planning Council Staff and the results are shared with the Planning Council Chairs. The Chairs announce the results of the ballot to the Planning Council.
5. A Planning Council member converts the results of the ballot into an official motion to recommend to the County Executive and Mayor of the City of Cleveland for appointment of the nominee with the most ballot votes. The motion follows regular parliamentary procedure (second, discussion, called vote).
6. After the vote is complete, the Council forwards the list of all Chair nominees and their qualifications and the top recommendation from the Planning Council. The County Executive and Mayor of the City of Cleveland makes the final approval of the Consumer Chair.
7. At any time during the Consumer Chair balloting process, the Council may go into Executive Session to discuss confidential information. The vote to go into and out of Executive Session follows **Robert's Rules of Order**.

#### **Section 4.4(c) Planning Council Chair Responsibilities**

Chairs shall:

1. Preside at all meetings of the Planning Council.
2. Appoint any Standing and Special Committees.
3. Serve as liaison, or designate a liaison, for/with the County Executive, Mayor of the City of Cleveland and the Ryan White Office.
4. Serve as liaison, or designate a liaison, for communication, as appropriate, with the Ryan White Office and the Health Resources and Service Administration (HRSA). Attend, or appoint a representative to attend, HRSA meetings/conferences.
5. Coordinate, or cause to be coordinated, interaction among stakeholders, such as representatives from other Modernization Act Participants (Parts B, C, D, others), local and statewide HIV/AIDS planning groups, and State and local health and service Departments.
6. Serve as public spokesperson of the Planning Council. Issue or cause to be issued, correspondence that represents the position of the Planning Council on policy/operational/other matters.
7. Appoint Committee Co-Chairs in consultation with the Executive Committee.
8. Keep, or cause to be kept, the minutes of all meetings of the Planning Council (consistent with bylaws Article V Section 5.10) and of the Executive Committee.

9. Give, or cause to be given, all notices of meetings of the Planning Council (consistent with bylaws Article V Section 5.4) and of the Executive Committee.
10. Call or cause to be called, Special Meetings of the Planning Council consistent with bylaws Article V Section 5.2.
11. Keep, or cause to be kept, updated records of membership attendance at Planning Council meetings. Accept written notice of resignation from members and officers. Ensure that nominations and appointments are carried out in a timely fashion and consistent with HRSA membership requirements and other requirements authorized by the Planning Council. Notify the Membership/Finance Committee Chair (s) of the vacancy created by such written notice of resignation.
12. Perform all other duties necessary or incidental to the position.
13. One Planning Council Chair will attend each standing committee of the Planning Council
14. In the event of the absence of all Committee Co - Chairs, a Council Chair can chair a committee meeting.

#### ***Section 4.4(d) Planning Council Chair Removal***

See Article IV, Section 4.3, Termination of Membership based on Conduct.

#### ***Section 4.5(a) Committee Chairs***

Each Planning Council Committee shall have two Committee Chairs. This Council shall make all attempts to secure at least one Committee Chair that is HIV+ to ensure representation of people living with HIV/AIDS in Council leadership positions. The term of office shall be for two years and can be consecutive terms.

#### ***Section 4.5(b) Committee Chair Eligibility***

Eligibility is limited to Members. Preferably, eligible candidates would be a member of the committee of which being asked to be Committee Chair for the last six months. The Council Chairpersons shall appoint all subcommittees and working groups, and shall perform all other duties necessary or incidental to the position. Terms of Council Chairs shall be for three (3) years, with the option of continual reappointment after that term. Chair terms take the place of Planning Council membership terms.

#### ***Section 4.5(c) Committee Chair Responsibilities***

One or both Chairs shall:

1. Develop, or cause to be developed, Committee Meeting Agenda.
2. Preside and facilitate all meetings of the Committee.
3. Keep, or cause to be kept, the minutes of all Committee meetings.
4. Review all committee meeting minutes prior to distribution to Planning Council members.
5. Give, or cause to be given, all notices of Committee meetings of the Planning Council (consistent with bylaws Article V Section 5.4).
6. Support members of the committee by (a) being available for committee members who have questions, and (b) contacting members who miss meetings.
7. Attend Executive Committee meetings (see Article V, Section 5.9 for attendance requirements).
8. Provide informational sessions prior to Planning Council meetings (as needed or requested).
9. Discuss terms of Committee Chairs with the Committee 6 months prior to the end of the term.
10. Recommend Committee Chairs to the Executive Committee.
11. Perform all other duties necessary or incidental to the position.

### **Section 4.5(d) Committee Chair Removal**

Any Committee Chair who fails to perform the duties of a Committee Chair as stated in Section 4.5(c) is subject to removal by the Executive Committee.

If a committee member has concerns regarding the performance/duties of the committee Chair, the committee member should first attempt to resolve the issue with the Chair of said committee. If the issue/concern is still not resolved, the committee member shall bring the concerns/issues to the Council Co-Chairs for resolution. Finally, if the issues/concerns are still not resolved, the Council Chairs will bring the issue/concern to the full Executive Committee to investigate the concerns.

If the Executive committee concludes the concerns justify the Committee Chair's removal, the Executive Committee votes to administratively dismiss the Committee Chair for failure to perform duties. The vote is conducted according to parliamentary procedure and requires a simple majority of the current Executive Committee. The dismissed committee Chair's Planning Council membership term is not affected by the dismissal.

## **Article V- Meetings**

### **Section 5.1 Regular Meetings of the Planning Council**

A regular Planning Council meeting schedule will be established by the Planning Council Chairs in consultation with the Executive Committee and can be amended at any time by the Chairs, by giving the necessary advance notice consistent with Section 5.4. There shall be not less than six meetings during the year.

### **Section 5.2 Special Meetings**

Special or Emergency Meetings may be held on the call of the Chairs or set by the Chairs after written request of any eight members of the Council is received by the Chairs. Should such a meeting be called, all members shall be notified by telephone, email or hand delivery. The call or notice for a special meeting must state specifically the subject matter of the meeting. No other subject matter may be introduced or considered at the meeting.

### **Section 5.3 Public Meetings**

All regular meetings of the Planning Council and all committee meetings shall be open to the public for the purpose of observing the Planning Council's deliberations. The Planning Council will reserve time for public comment on the business agenda of any meeting of the full Planning Council (article V section 5.11). Planning Council minutes shall be public documents, in accordance with the Freedom of Information Act (FOIA) and Health Resources Services Administration (HRSA) regulations and bylaws Article V Section 5.10.

### **Section 5.4 Notice of Meeting**

A yearly schedule of meetings will be sent to all Planning Council Members by January 31st. In addition, in an effort to promote consistent communication, the Planning Council will strive to send notices of any regular meeting of the Planning Council to each member at his/her last known email address as given to the Chairs or their designee not less than fourteen (14) calendar days prior to the scheduled date for that meeting. In addition, notices of any regular meeting of the Planning Council may be sent to members of the public who have requested this information in writing.

### **Section 5.5 Quorum**

A quorum must be present at regular or specially scheduled Planning Council meetings in order for the Council to engage in formal decision making. A quorum for full Planning Council meetings is defined as 50 percent of the membership plus one. In computing a quorum, vacant seats on the Council shall not be counted. If a quorum is not present, those present can conduct the meeting, but all decisions are "pending" until ratified by a quorum at a subsequent meeting.



A quorum for all Committee meetings to occur will be 50% of the Committee membership plus one.

### **Section 5.6 Agendas**

An agenda for all Planning Council and committee meetings shall be prepared and available to Council members no less than 24 hours before a meeting and whenever possible at least 3 business days in advance of the Planning Council meeting.

### **Section 5.7 Voting**

At meetings of the Council and the Committees (except the Executive Committee, see below) each member of the Council is entitled to one vote on any question provided that a quorum present. Proxies shall not be permitted. Voting upon any question before the Council shall be by voice vote, or by show of hands of the members. All votes shall be recorded by name and action in the minutes of the meeting. Upon their quest of any member in attendance, voting upon a question shall be by roll call. No secret ballots shall be permitted.

Council members shall abstain from voting in all instances where a division, department, subsidiary, or any similar sub-entity of agency with which he/she is associated, administers a program or programs which is the direct subject of a matter for decision by the Council or when voting on minutes for a meeting at which they were not present. Further, Council Members shall abstain from voting in all matters in which they as individuals have a personal, fiduciary or financial interest.

Voting in the Executive Committee shall be as follows. The Committee Chairs shall represent the Committee's decision to the extent that it is known, even if his/her personal opinion differs from the Committee's. The Ryan White Office will not have a vote. The Ryan White Office can participate in the decision-making process through discussion and guidance. Public participants and Planning Council members who are not a Committee Chair representing a Committee will not have a vote. The presiding Planning Council Chair will abstain unless there is a tie.

### **Section 5.8 Executive Session**

At any meeting of the Planning Council, two-thirds of the members present may make a motion to convene in executive session in public and state the purpose of the executive session. Permitted executive session purposes are: 1) discussion of appointment, performance, evaluations, health and dismissals of an employee or Council member; 2) strategy and negotiations with respect to pending claims and litigation; 3) security matters; and 4) discussions that would disclose records that are exempt from disclosure. There will be no official record and no votes be taken in executive session.

### **Section 5.9 Attendance**

Council members are expected to attend 100% of the regular Planning Council meetings per calendar year with no more than four (4) absences regardless of reason. Council members are also expected to attend a committee meeting (other than the Executive Committee) once per month with no more than four (4) absences regardless of reason per year. Additionally, committee Chairs are expected to attend 100% of the Executive Committee meetings per calendar year with no more than four (4) absences regardless of reason. Any Council member who does not meet the attendance requirement is subject to removal without further cause. Any member who is unable to attend a meeting of the council should notify Planning Council Staff as well as the Chairs of the Council prior to the meeting. A member will receive a warning letter if the member misses three Planning Council meetings or misses three months of committee meetings or (for Executive Committee members only) three Executive Committee meetings. A member will be automatically removed from the Planning Council and will receive a letter to that effect if the member misses five Planning Council meetings or five committee meetings as assigned. In case of medical exception, a planning council member who misses more than 4 committee meetings or 4 Planning Council meetings, the chairs of MRM as well as the chairs of the Planning Council may be granted a medical exception.

## **Section 5.10 Minutes**

The Planning Council Chairs shall cause the production of Planning Council meeting minutes. In accordance with FOIA, Chairs or their designee shall prepare and file draft Planning Council meeting minutes within seven (7) calendar days after the Planning Council meeting. Prior to the subsequent meeting, Planning Council members will receive the draft version of the previous Planning Council meeting minutes. The Planning Council will review the draft meeting minutes, offer any modifications, and vote to ratify the minutes along with any corrections raised at the subsequent meeting. Once approved, ratified meeting minutes will be made available in a timely fashion to the public through the Chairs or their designee. Within forty-eight (48) hours of the Planning Council meeting, the Chairs or Planning Council Staff shall make available a record of all votes from the meeting. Meeting announcements will indicate that documents or reports distributed at a Planning Council meeting and meeting minutes are available to the general public. Any documents or reports distributed at a Planning Council meeting will be made available by contacting the Chairs or the designee.

In accordance with HRSA regulations, Planning Council meeting minutes shall include the following items: Information on the date, time and location of the meeting; the meeting agenda; action items from the meeting; detailed summary of discussion points and out comes according to each agenda item; an attendance record for Planning Council members; and a listing of non-member meeting participants.

In producing the minutes, Planning Council members, Chairs and any designee shall take appropriate measures to guard against disclosure of personal information that would constitute an invasion of privacy, including medical or other personnel matters that should not be disclosed.

## **Section 5.11 Order of Business**

The business agenda of any meeting of the full Planning Council shall include the following topics:

1. Call to Order
2. Moment of Silence
3. Introductions (Name, Council Leadership Position (if any), Town where you reside)
4. Public Comment Opportunity
5. Grantee Report
6. Planning Council Business
7. Committee Reports
8. Education/Training
9. Other Business
10. Announcements
11. Planning Council Feedback
12. Adjournment

The public will have two opportunities to address the Planning Council directly during the public comment and announcements portions of each business meeting. Public comment is reserved for public participants only. During public comment, input will be recorded and addressed by the Planning Council either at the meeting or at a later date, as appropriate. Public comment should not be used for announcements. Announcements should be raised during the time segment reserved for announcements.

Planning Council Members shall raise issues not listed on the agenda during new/old business. Planning Council Chairs reserve the right to entertain public comment during the business sections of the meeting (approval of meeting minutes, Planning Council Updates, and new/old business) if there is sufficient time to complete the Planning Council's business and mandated requirements. If the Planning Council Chairs agree to hear public comment during a discussion on business, the Chairs will set time limits and manage the time.

## **Section 5.12 Parliamentary Procedure**

The rules of Parliamentary practice, as set forth in Robert's Rules of Order, newly revised, shall be the parliamentary authority for all matters not specifically covered in these Bylaws and shall govern all Planning Council and Committee meetings except as otherwise provided.

## **Section 5.13 Vacancies**

The Cuyahoga County Executive and the Mayor of the City of Cleveland may appoint additional members to the Council for the purpose of expanding the membership or to fill vacancies, which may occur.

## **Article VI—Committees**

### **Section 6.1(a) Standing Committees**

The standing committees of the Council shall be the Executive Committee, Membership, Retention, and Marketing Committee, Quality Improvement Committee, Consumer AIDS Advisory Panel (CAAP) and Strategy & Finance Committee. Other such committees may be established as Standing Committees of the Council from time to time by the Planning Council Chairs with the approval of the Council. Standing committees will meet regularly and report on their recommendations at each regular meeting of the Planning Council. They may be composed of both Planning Council Members and non-Planning Council Members; however, the Chairs and not less than a majority of the Committee(s) must be members of the Planning Council. It is mandatory that each member of the Council serve on at least one standing committee.

### **Section 6.1(b) Executive Committee Responsibilities**

The Executive Committee will be comprised of the Planning Council Co-Chairs and the Chairs of each Committee. The make up of the Executive Committee shall include four (4) PLWH/A. If the four PLWH/A are not reflected in the committee Chairs listed above, then at-large PC members will be appointed by the Executive Committee to meet the PLWH/A composition requirement set forth by these Bylaws. The Project Director, Ryan White Part A Supervisor, and Planning Council Manager, will also sit on the Executive Committee.

Responsibilities of the Executive Committee include:

1. Review the Committee process.
2. Review the Planning Council work plan on a monthly basis
3. Problem solve and integrate work plans across Committees and the Ryan White Office.
4. Serve as a conduit for information sharing on the Committee level.
5. Give input regarding priority setting, specifically to ensure integration and consistency across Committees.
6. Review and make decisions about filed grievances.
7. Set Planning Council meeting agendas.
8. Remove Chairs of Standing & Special Committees (as needed).
9. Assesses the administrative mechanism.
10. Discuss advocacy issues brought before the Planning Council.

The Executive Committee will reserve the right to go into executive session to discuss sensitive or confidential information in accordance with section 5.8 of the bylaws. At an executive session, only members of the Executive Committee may be present. Other parties may be invited to join the executive session at the discretion of the Council Chairs.

### **Section 6.1(c) Membership, Retention, and Marketing Committee Responsibilities**

The purpose of this Committee is to provide oversight and maintenance of the Planning Council membership outreach efforts to promote increased awareness and utilization of prioritized services

for people living with HIV and AIDS. The Membership, Retention, and Marketing Committee is responsible for carrying out the following responsibilities:

1. Facilitate the Nomination Process including:
2. Create/edit Nomination Form
3. Solicit nominations and/or conduct outreach events to recruit new members, when necessary,
4. Review nominated candidates to determine if candidate meets the needs of the Planning Council vacancy (ies)
5. Recommend and present new members to the full Planning Council for approval
6. Ensure that at least thirty-three percent (33%) of Planning Council Membership is HIV+ and that the membership of the Council is reflective of the epidemic in the Transitional Grant Area per legal mandates.
7. Facilitate development of the Cuyahoga Regional HIV Planning Council New Member Orientation and Packet of Information
8. Responsible for vetting and making nomination recommendations for Planning Council elected officers
9. Identify marketing approaches to promote the funded Ryan Whites services
10. Create Planning Council's message to the community including:
  - a) Vetting any and all changes to the Planning Council logo and /or name.
  - b) Approving any and all Planning Council collateral pieces (PR materials) for release to the community.
11. Provide guidance on content and usability of the PC web page
12. Assist with the creation/review of the Ryan White Part A Services Directory, including a Spanish version
13. Creation/editing of the HIV/AIDS Community Resource Inventory

Every member of the Planning Council is a member of the Membership, Retention and Marketing Committee and, as such, is responsible for assisting with membership recruitment, when necessary, and outreach efforts to ensure that the Planning Council represents the broadest cross section of our community.

### ***Section 6.1(d) Quality Improvement Committee Responsibilities***

This committee oversees all quality activities of the Ryan White Part A Program. The QI Committee shall consist of a cross functional representation of clinical and support service professionals, representatives from other Ryan White "parts" (i.e. B, C, D, and/or F), social workers, program administrators, and consumers. The QI Committee ensures that services funded by Part A meet or exceed established HIV clinical standards and Public Health Services guidelines.

The QI Committee's general responsibilities are as follows:

1. Implement, monitor, and evaluate the quality management plan.
2. Develop and update standards of care.
3. Recommend performance measures and identify indicators to assess and improve performance.
4. Support provider related capacity building efforts.
5. Provide input and direction on the activities of the quality management program.

The Quality Improvement Committee meets bimonthly or as needed to fulfill committee responsibilities. Reports from the Quality Management contractor will be provided to the QI Committee. The Quality Improvement Committee will report to the Executive Committee of the

Planning Council. Information presented to the Council will contribute to priority setting discussions and resource allocation decisions.

### ***Section 6.1(e) Consumer AIDS Advisory Panel (CAAP) Responsibilities***

Members must be consumers who seek to improve Ryan White services by informing the Planning Council with their ideas, experiences and vision in order to improve the coordination of Ryan White services within the TGA and increase the health outcomes of PLWHA. Members may be Planning Council members or non-Planning Council Members. CAAP members will provide assistance and review in the creation of collateral pieces (PR material) for release in the community (including English/Spanish versions and the Resource Guide) and will also assist with the development and maintenance of the Planning Council website.

### ***Section 6.1(f) Strategy & Finance Committee Responsibilities***

Members shall be responsible for oversight of the direct services allocations and expenditures, resource allocation and re-allocation according to priorities set by the Planning Council and spending trends. This committee will also ensure the development of an ongoing process to evaluate and identify unmet service needs, which are eligible for funding through the Part A Program. Members shall use data gathered through the needs assessment process to inform the allocations and re-allocation of funds to service categories. Responsibilities of the Strategy & Finance Committee include the following:

- Annually determine the TGA's service priorities and resource allocation
- Develop a Comprehensive Health Services Plan that includes blueprints for:
  - a) Council operations; and
  - b) HIV/AIDS service delivery in the jurisdiction.
- Conduct annual needs assessments to determine health care needs of people living with HIV/AIDS in the TGA.
- Review and update bylaws annually.
- Review Service Category Definitions.
- Develop Grantee Directives.

### ***Section 6.2 Special Committees***

Such Special Committees as may be appropriate may be created from time to time by the Planning Council Chairs with the advice of the Council. Any special committee shall have such powers and duties, and its membership shall be constituted as the Planning Council Chairs may determine.

## **ArticleVII-Non-Discrimination**

### ***Section 7.1***

The Planning Council shall not discriminate based on age, sex, race, religion, disability, sexual orientation, gender identity, HIV/AIDS status or national origin.

## **ArticleVIII-Conflict of Interest**

### ***Section 8.1***

Members of the Council and its committees shall comply with federal, state and local laws and regulations of the Municipalities by which they were appointed.

### ***Section 8.2***

No member of the Planning Council or its committees shall knowingly take action to influence the conduct of the Planning Council in such a way as to confer any financial benefit on such member, his

or her family members, or any corporation in which he or she is an employee or has a significant interest as stockholder, director or officer. Examples of conflict of interest that may arise during the course of the Planning Council's responsibility to prioritize and allocate funds for health services include:

- Member works for an agency that receives Part A funding for the service category in question.
- Member sits on the Board of the agency that receives Part A funding for the service category in question.
- Member's family member or significant other works for an agency that receives Part A funding for the service category in question.
- Member's family member or significant other sits on the Board of the agency that receives Part A funding for the service category in question.

Examples of conflict that are diffused through disclosure include (i.e., disclosure of the conflict allows the member to vote on the issue at hand):

- Member volunteers at an agency (in a capacity other than of an official/Board member) that receives Part A funding for the service category in question.
- Member is a former employee of an agency that receives Part A funding for the service category in question.

Examples of non- conflict include:

- Member living with HIV/AIDS receives services from the agency that receives Part A funding for the service category in question. Note: Members living with HIV/AIDS who work for or sit on the board of an agency that receives Part A funding are in conflict as described above.

### **Section 8.3**

In the event that a matter which raises a potential conflict of interest comes before the Council or a committee for consideration, recommendation or decision, the member shall disclose the conflict of interest as soon as he or she becomes aware of it, and the disclosure shall be recorded in the minutes of the meeting.

### **Section 8.4**

No member of the Planning Council or a Planning Council Committee who is aware of a potential conflict of interest with respect to any matter coming before the Planning Council or the Committee shall vote in connection with the matter.

During the course of the Planning Council's responsibility to prioritize and allocate funds for HRSA approved health service categories:

- A Planning Council member with Part A funding affiliation (other than as a consumer) for service category in question will be allowed to participate in the discussion around the matter but will not be allowed to vote in connection with the matter.
- A Planning Council member with Part A funding affiliation may vote on as late of priorities and allocations after disclosing his/her conflict.
- A Planning Council member without Part A funding affiliation but whose agency provides services within service category in question will be allowed to both participate in the discussion as well as vote in connection with the matter.

### **Section 8.5**

These provisions shall not be construed to prevent or discourage any member of the Council or its committees from disclosing relevant information or stating a position with respect to any matter.

## **Section 8.6**

No member of the Council shall engage in any activity, which is contrary to and in conflict with the goals and purposes of the Council or the parties herein.

## **Section 8.7**

The Planning Council may not be directly involved in the administration of the Ryan White Grant. Specifically, the Council is prohibited from managing provider contracts.

## **Section 8.8**

Members of the Council and contractors are required annually to complete a Disclosure Form. This form should provide the relationship of the person to each organization that can benefit from the action by the Council. These Disclosure Forms will be updated every twelve (12) months.

## **Article IX- Grievance Procedure for Planning Council**

### **Section 9.1-Grievances that do not affect funding as described in 9.2**

Anyone wishing to file a grievance against the Planning Council regarding the Planning Council's policies, actions, or its administration of the 2009 Ryan White HIV/AIDS Treatment Extension Act Part A may do so by contacting the Chairs of the Planning Council for information or by obtaining a copy of the grievance procedure from the Planning Council Staff.

All complainants must fully complete the Grievance Form included with the grievance procedure and forward the form by certified mail to: Planning Council Staff, c/o Ryan White Office, 5550 Venture Drive Parma, Ohio 44130. Complaints not received in this manner will receive a copy of this process and the appropriate form. Complainants will receive , within seven(7) days by certified mail, acknowledgment of receipt of their grievance as well as the date of the next Executive Committee at which their grievance will be discussed.

Upon receipt of the complaint, the Planning Council Staff will forward copies to all members of the Executive Committee for discussion at their next meeting. Upon initial review, if the Executive Committee determines that no action is appropriate, the Chairs of the Planning Council will so inform the complainant within seven (7) days of the Executive Committee meeting. The response will be in the form of a letter stating the reason for the decision and will be sent to the complainant by certified mail. If the Executive Committee recommends action, all name participants in the grievance will be informed of such by the Chairs within two weeks of the Executive Committee meeting. This action may include a request to the Project Director for additional information or may include a meeting or meetings with the complainants or other parties named in the grievance. The time frame in which the Executive Committee will determine are solution will not exceed ninety (90) days. The Executive Committee will make final determination regarding the grievance. All parties named in grievance will be notified by certified mail of the determination by the Executive Committee. If the grievance involves a member of the Executive Committee, that committee member will be excused from the grievance procedure.

### **9.2 – Grievances Related to Funding**

#### *a. Statement of Principle*

The Planning Council is composed of members of the community who are concerned about the needs of persons infected and affected by HIV/AIDS. Priorities for funding are set by an established, written procedure, and are based on the Needs Assessment performed bi- annually . Meetings are posted and advertised to the greatest extent possible and public comment is sought and encouraged at every stage of the planning process. It is the corporate intention of the Council that all inquiries, questions, issues and disputes will be addressed and adequately resolved

at each stage of the planning process. It is expected that before a person or group becomes a Grievant, they will have participated and made full use of the public process. A Grievant's active participation in the public process prior to filing a grievance will be considered when resolving a formal grievance. It is the hope of the Council that the open process by which it operates integrates enough measures for disclosure and participation so that formal grievance filing would be a rare exception.

#### *b. Types of Grievances Covered*

1. Grievances that allege deviation from the established, written procedures for the priority setting process, or
2. Grievances that allege deviation from the established, written procedures for fund allocation process, or
3. Grievances that allege deviations from the established, written process for any subsequent changes to priorities or allocations.

#### *c. Standing*

Individuals or entities directly affected by the outcome of a decision related to funding as defined above are eligible to bring a grievance and must show their standing to bring a grievance in the initial filing. Directly affected includes:

- Providers eligible to receive Ryan White funding
- Consumer groups/PLWA coalitions and caucuses
- Persons or groups as consumers of Ryan White services or potential services.

#### *d. Grievance Procedures*

Anyone wishing to file a grievance against the Planning Council regarding any of the three grievances listed in 9.2(b) may do so by contacting the Ryan White Office Project Director.

Upon receipt of the complaint, the Planning Council Staff will forward copies to all members of the Executive Committee for discussion at their next meeting. Upon initial review, if the Executive Committee determines that no action is appropriate, the Chairs of the Planning Council will so inform the complainant within seven (7) days of the Executive Committee meeting. The response will be in the form of a letter stating there a son for the decision and will be sent to the complainant by certified mail.

If the Executive Committee recommends action, all name participants in the grievance will be informed of such by the Chairs within two weeks of the Executive Committee meeting. This action may include a request to the Project Director for additional information or may include a meeting or meetings with the complainants or other parties named in the grievance. The time frame in which the Executive Committee will determine are solution will not exceed ninety (90) days. The Executive Committee will make final determination regarding the grievance. All parties named in grievance will be notified by certified mail of the determination by the Executive Committee. If the grievance involves a member of the Executive Committee, that committee member will be excused from the grievance procedure.

## **Article X – Advocacy Policy**

### ***Section 10.1 Overview of Advocacy Policy***

As with all Council business, anyone can bring an advocacy issue to the Council. All requests for a Council-based advocacy response must be received in writing, presented to Council Chairs or Staff, and must cite supporting data. Ideally, requests should be made at least ten days prior to an Executive Committee meeting. Upon receipt of written request, Council Chairs and Staff will review the request to determine whether the request falls within the Council's two primary advocacy goals:



1) Educating about the HIV/AIDS epidemic or 2) Addressing road blocks to the Council's achievement of its primary mandated functions, as defined by HRSA. If the request does not fall within the Council's primary advocacy goals, the request is answered with an administrative letter noting this fact. If the request does fall within one of the two goals, Council Chairs and Staff conduct further research, determine the appropriate action in accordance with the Council's guidelines for engaging in advocacy (listed below), and draft a response.

If the issue is controversial or politically sensitive, or if the Chairs cannot agree on a course of action, the draft response and accompanying research will be discussed at the next regularly scheduled Executive Committee meeting. The Executive Committee will develop a recommendation for the Planning Council and present its recommendation for Planning Council vote. If the Council votes in favor, the action will be carried out. If the Council opposes the recommendation, an administrative letter will be sent to the party whom made the initial request, informing them of the Council's decision.

As a courtesy, all draft advocacy responses will be sent to the CEO's office (or CEO's designee) at least 72 hours before dissemination. On an annual or more frequent basis, the Council will conduct follow-up on its advocacy efforts to determine the results.

### **Section 10.2 Guidelines for Engaging in Advocacy**

- Goal:** The Council's advocacy responses can be made in response to two goals: (1) educating about the HIV/AIDS epidemic; and (2) addressing road blocks to the Council's achievement of its primary mandated functions, as defined by HRSA.
- Causes:** The Council may engage in advocacy efforts in response to misinformation, financial or policy changes, public statements and positions, and/or proactive opportunities that help the Council fulfill its HRSA – mandated functions.
- Responses:** Appropriate Council advocacy responses include letters, written educational materials, position statements, news stories, editorials, and testimonies. Council responses must be based on Council data or other verifiable, primary-source research data. Picketing, demonstrations and civil disobedience are not sanctioned as appropriate responses for this Planning Council body. The Council should only initiate or co-sign petitions when absolutely necessary. The merit of the petition or position statement must be determined to enable the Council to react when it happens.
- Tone:** The tone of Council advocacy responses should be educational, politically aware, diplomatic, positive, assertive, collaborative and sensitive.
- Audiences:** Audiences for Council advocacy efforts may include: the Mayor, the Governor, the President, HRSA, media, local service organizations, general public, people living with HIV/AIDS, legislature, City, State, and Federal political bodies, and State Departments.
- Duplication:** Some advocacy is best suited to individual action or to action by other system members. The Council should avoid duplication with HIV-specific advocacy efforts in the TGA.
- Requirements:** Council advocacy efforts cannot block Part A funds from being distributed to consumers. Council advocacy efforts should respect CEO appointment. Council advocacy efforts that use federal funds cannot be used to lobby the Executive or Legislative branches of the federal government, including influencing or attempting to influence any member or employee of Congress.

## **Article XI – Expense Reimbursement**

Reimbursement is allowed for expenses, which are a direct result of participating in a Planning Council meeting. The expenses must be reasonable and can include transportation. When required to travel outside the Cleveland TGA in the performance of Planning Council duties, members may also be reimbursed for their necessary traveling expenses, including transportation, meals and lodging. To be reimbursed, such requests must receive prior written approval from the Planning Council Manager or designee. A gas card or bus ticket shall be made available for each consumer serving as a member of the Planning Council who is participating in a Planning Council meeting. To receive transportation assistance, a verbal or written request must be made to the Planning Council Manager or designee.

Upon receipt, a signature is required on the designated form indicating receipt of the gas card or bus ticket.

## **Article XII - Amendments**

### ***Section 12.1***

The Strategic and Finance Committee will be charged with reviewing any and all by-law changes as proposed by the Planning Council, any standing committee or Planning Council member and for monitoring Planning Council compliance with the by-laws.

The Strategic and Finance Committee must present all proposed by-law changes to the full Planning Council for approval. The By-laws may be amended or repealed, and new By-laws adopted by the Council at any Regular Meeting by a two-thirds majority vote of the members who are present and voting, provided that the amendment has been submitted in writing to the members of the Council for his/her review, not less than seven (7) days prior to the vote.

### ***Section 12.2***

The most recent approved copy of By-Laws of the Ryan White Planning Council is available at the Cuyahoga County Board of Health's Ryan White Office 5550 Venture Drive Parma, Ohio 44130, Telephone: 216-348-3986, Web: <http://www.ccbh.net/ryan-white>