

Bylaws

Cuyahoga Regional HIV Prevention and Care Planning Council

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Revision History for Planning Council Bylaws

All amendments and changes to the bylaws must be reviewed by the Executive Committee and then approved by the full Planning Council. Dates listed below are the date when the Full Planning Council approved of the changes. If no changes are made during the annual review, this will be indicated in the notes section.

Version	Reviews	Date Approved	Summary of Changes/Notes
2026_03	L.Sylvia	3/18/2026	<ul style="list-style-type: none"> Additional grammatical changes
2026_02 draft	L.Sylvia	Reviewed by PC on 3/18/2026	<ul style="list-style-type: none"> technical correction to insert language about ex officio status as required by HRSA. Amendment to article XI allowing Executive Committee to approve nonsubstantive changes to the bylaws
2026_01	L.Sylvia	1/21/2026	<ul style="list-style-type: none"> Major restructuring; Creation of the Policies & Procedures Manual Added minimum membership size Added sunset clause for section 4.4(d) Changed quorum to simple majority Clarified the use of confidentiality procedures in public meetings Clarified membership and confidentiality for the CLC committee Changed the requirements for Executive Committee Review Removed the specific timeline for filling vacancies
2025_02	L. Sylvia	10/15/2025	<ul style="list-style-type: none"> Added Leave of Absence Policy Consumer Executive Co-Chair term extension
2025_01	L. Sylvia	9/15/2025	<ul style="list-style-type: none"> Removed term limit exemptions Simplified the process to change bylaws Creation of ex officio membership status with voting rights Changed membership terms to two 4-year terms Added 1-year extension under limited circumstances
2021	S. Harris	9/15/2025	

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Article I – NAME AND SERVICE AREA

Section 1.1 Name

The Name of the Council shall be known as the Cuyahoga Regional HIV Prevention and Care Planning Council, and it shall be constituted as is required by the Ryan White Comprehensive AIDS Resources Emergency (C.A.R.E) Act and the Centers for Disease Control Human Immunodeficiency Virus (HIV) Prevention implementing regulations. As used in these Bylaws and hereinafter, the terms “HIV Care and Prevention Planning Council” and “Council” shall mean and refer to the fully integrated Planning Council. The Prevention Subcommittee of the Council shall also serve as the sounding board for the Region Three (3) Prevention grant. The term “subcommittees” or “standing committees” used in these bylaws shall refer to the committees of the HIV Care and Prevention Planning Council.

Section 1.2 Service Area

The areas served by the Council shall be the same as those established by the Transitional Grant Area (TGA) as defined in Section 1.3, below and defined in Ohio’s HIV Prevention Region Three (3). The six counties in Regional 3 that represent the service area shall include: Ashtabula, Cuyahoga, Geauga, Lake, Lorain and Medina counties, representing an area of over 2,300 square miles.

Section 1.3 Definitions

The definitions listed below are used throughout these Bylaws.

- a) “Affiliated” is defined as being or having a family member who is an employee, paid consultant, contractor, officer or board member; or someone who volunteers for 20 or more hours per week for an agency receiving or competing for Part A or HIV Prevention funds in a specific service category. A person who is a client of a Part A or prevention funded provider is **not** considered affiliated unless they also fit one of the above criteria.

The “affiliation” limitation does not apply to individuals affiliated with entities that receive funding under other Parts of the Ryan White legislation and do not receive funding under Part A.

- b) Centers for Disease Control (CDC) – The agency within the United States Department of Health and Human Services that administers the HIV Prevention Programs, including the HIV Prevention Community Planning process, among other programs. The CDC is responsible for protecting against, monitoring and reporting infectious diseases.
- c) “Committee Volunteer” or “Committee Volunteers” are individuals who have completed the Committee Volunteer Application process, as outlined in the Policies and Procedures Manual, and have been appointed to a subcommittee; as well as individuals who participate

in subcommittees with open membership, such as the Community Liaison and Prevention Committees. These individuals were **not** duly and lawfully appointed to the Planning Council by the Cuyahoga County Executive in accordance with the legislative requirements, and therefore have no authority to vote in Governance Committees or the Full Planning Council.

- d) "Consumer" as referred to in these Bylaws is an HIV positive individual who receives Ryan White Part A services.
- e) "DHAP" is the Division of HIV/AIDS Prevention within the Centers for Disease Control. The Centers for Disease Control is an agency within the U.S. Department of Health and Human Services (HHS).
- f) "Family Member" is defined as spouse, partner, mother, father, child, or sibling.
- g) "Formal action" means:
 - 1. A vote resulting in the enactment, defeat or other disposition of legislation proposed and pending before the public body;
 - 2. The adoption of a rule or recommendation as to matters submitted to or considered by the public body as part of its normal or designated functions;
 - 3. The approval of appointments by the public body where such approval is required.
- h) "Grantee" (also known as Part A Recipient) is defined as the entity designated by the County Executive to administer the Ryan White Part A Grant Program; and designated by the Ohio Department of Health to administer the HIV Prevention Grant.
- i) "HAB" is the federal HIV/AIDS Bureau within the Health Resources and Services Administration within the U.S. Department of Health and Human Services (HHS).
- j) "HRSA" is the federal Health Resources and Services Administration within the U.S. Department of Health and Human Services (HHS).
- k) "Inter-governmental Agreement (IGA)" is defined as and refers to an agreement that involves or is made between two or more government entities to cooperate in some specific way.

- l) "Meeting" means any prearranged discussion of the public business of the public body by a majority of its members, at a set time and place, where formal action is or may be taken.
- m) "Member" or "Members," as used in these Bylaws, refers to those individuals who have been duly and lawfully appointed to the Planning Council by the Cuyahoga County Executive. This includes both Regular Members and Ex Officio members.
- n) "Part A Recipient" (also known Grantee) is defined as the entity designated by the County Executive to administer the Ryan White Part A Grant Program.
- o) "Person Living with" or PLWHA" is defined as person(s) living with HIV/AIDS.
- p) "Priority Population" as referred to in these Bylaws are individuals at risk for HIV and STIs that will be affected by or benefit from HIV interventions.
- q) "Public body" includes Planning Council and its committees established under these Bylaws and pursuant to the statutory authority identified in Section 2.1.
- r) "Transitional Grant Area (TGA)" is defined as a geographic area highly impacted by HIV/AIDS that is eligible to receive Ryan White HIV/AIDS Program Part A funds. To be an eligible TGA an area must have reported at least 1,000 but fewer than 2,000 new AIDS cases in the most recent 5 years.

Article II – LEGAL AUTHORITY

Section 2.1 Statutory Authority

The Cuyahoga Regional HIV Prevention and Care Planning Council's was created in accordance with section 2602(b)(1) of the Public Health Services Act, as amended by the Ryan White Comprehensive AIDS Resources Emergency Act of 1990, Public Law 101-381, 104 Stat. 576 (August 18, 1990) as amended (Ryan White Legislation) or reauthorized. The Chief Elected Official (CEO) in the Cleveland TGA appoints the members to Planning Council. The Cleveland TGA shall also follow policy and protocol guidance as published by the Secretary or as amended from time to time.

The CDC's HIV/AIDS prevention efforts are the responsibility of the Office of Infectious Diseases *National Center for HIV/AIDS, Viral Hepatitis, STD, and TB Prevention (NCHHSTP)*. Within the NCHHSTP is the Division of HIV/AIDS Prevention (DHAP) charged with the mission of preventing HIV infection and reducing the incidence of HIV-related illnesses and death. The Planning Council's

prevention committee will provide the leadership on prevention related matters.

Article III – MISSION STATEMENT; DUTIES

Section 3.1 Mission

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

Whereas the mission of the Prevention Committee is to serve as a sounding board and provide input for the targeting of populations at high risk for HIV and STI infections to ensure there are no gaps in HIV interventions.

Now, therefore, these former separate missions of the Cuyahoga Regional HIV Health Services Ryan White Part A Planning Council, and the HIV Prevention Regional Advisory Group shall now be combined to form an integrated planning approach. This collaborative effort shall be titled, the Cuyahoga Regional HIV Prevention and Care Planning Council. Wherein, the combined mission shall be accomplished through the planning and coordination of HIV prevention services to reduce the incidence of HIV infection and other STIs and the prompt linkage to HIV-related health care services as needed for individual living with HIV.

Section 3.2 Ryan White Part A Duties

The duties, pursuant to section 2602 (b) (4) of the Ryan White legislation, are as follows:

- a) Determine the size and demographics of the population of individuals with HIV/AIDS, and determine the needs of this population, with special attention to individuals with HIV/AIDS who know their HIV status and are not receiving HIV-related services, individuals with HIV/AIDS who do not know their HIV status, and disparities in access and services among affected subpopulations and historically underserved communities. This includes establishing methods for obtaining consumer input on community needs and priorities.
- b) Establishing priorities for the allocation of Ryan White Part A funds, including how best to meet such priorities, and additional factors that should be considered in allocating funds. This includes approving reallocation of funds by the Part A Grantee as required during the grant year, based on policies established by the Planning Council.

- c) Develop a comprehensive plan for the organization and delivery of eligible health services, as described in section 2604 of the Ryan White legislation, that is compatible with any existing state or local plan.
- d) Assess the efficiency of the administrative mechanism in rapidly allocating Ryan White Part A funds to the areas of greatest need within the TGA including, but not limited to, the assessment and evaluation of the quality, appropriateness, and documentation of services being provided, length of time between receipt of funds by the grantee and disbursement to providers, and the efficiency and effectiveness of the process overall.
- e) Coordinate with other federal grantees that provide HIV-related services within the TGA.

Section 3.3 HIV Prevention Duties

- a) Serve as a sounding board to ensure there are no gaps in HIV interventions in the jurisdiction and to minimize or reduce the spread of HIV.
- b) Provide data-based input on effective HIV interventions.
- c) Provide input for the targeting of populations at high risk for HIV and STIs.

Article IV – MEMBERSHIP

Section 4.1 Membership

The membership of the Cuyahoga Regional HIV Prevention and Care Planning Council shall consist of no more than thirty-five (35) members and no fewer than (13) members and shall reflect in its composition the demographics of the epidemic in the TGA with particular consideration given to disproportionately affected and historically underserved subpopulations.

Section 4.2 Appointment to the Council

The Cuyahoga County Executive shall have responsibility for final appointment of all members to the Planning Council following an open nominations process. The **“Open Nominations Process”** is managed by the Membership, Marketing and Retention (MRM) Committee and outlined in the Planning Council Policies and Procedures Manual.

The process will comply with the Health Resources Services Administration guidance, federal rules and regulations, terms of the Cuyahoga County Intergovernmental Agreement (IGA) and all applicable guidance for community input on prevention programs. This process shall include:

- broad recruitment for potential members,
- publicized criteria for membership
- use of an approved application form, and
- an interview and assessment process that follows the clearly established criteria for membership.

Section 4.3 Representation and Reflectiveness

- a) A minimum of 33% of the Planning Council shall be individuals who are receiving HIV-related services funded under Part A of the Ryan White legislation and who are not affiliated with a Part A-funded provider.

- b) At a minimum, Planning Council should include at least one member to separately represent each of the following membership categories as specified in the Ryan White legislation:
 1. Healthcare providers, including Federally Qualified Health Centers (FQHCs).
 2. Community-Based Organizations serving affected populations and AIDS service organizations.
 3. Social Service providers, including providers of housing and homeless services.
 4. Mental health and substance abuse providers. (One person may represent both providers if their agency provides both types of services and the person is familiar with both programs.)
 5. Local public health agencies.
 6. Hospital planning agencies or health care planning agencies.
 7. Affected communities, including people with HIV/AIDS, members of a federally recognized Indian Tribe as represented in the population, individuals co-infected with hepatitis B or C, and historically underserved groups and subpopulations.
 8. Non-elected community leaders (especially representatives from communities or populations most impacted by HIV/AIDS, based on social and geographic distribution).
 9. Representatives of State government, including at least one representative of a State Medicaid agency and one representative of an agency administering the program under Part B.
 10. Part C grantees.

11. Part D grantees or organizations with a history of serving children, youth, women, and families living with HIV and operating in the area.
 12. Grantees under other Federal HIV programs, including but not limited to providers of HIV prevention services. Planning Council membership by a representative from each of the following, if present in the TGA, is expected:
 - i. A representative of each of the following types of grantees funded under Part F: Special Projects of National Significance (SPNS); AIDS Education and Training Centers (AETCs); and HIV/AIDS Dental Reimbursement Program
 - ii. The Housing Opportunities for Persons with AIDS (HOPWA) program of the U.S. Department of Housing and Urban Development (HUD), and
 - iii. Other Federal programs if they provide treatment for HIV disease, such as the Veterans Health Administration.
 13. Individuals or representatives of individuals who formerly were Federal, State, or local prisoners, were released from the custody of the penal system during the preceding 3-years and had HIV/AIDS as of the date on which the individuals were so released.
- c) As specified in the Ryan White legislation, Section 2602(b)(1) and Section 2602(b)(5)(C), both the Planning Council as a whole and the 33% or more of members who are unaffiliated consumers of Part A services as described in subsection (a) above shall reflect in their composition the demographics of the population of individuals with HIV and AIDS in the TGA, with particular consideration given to disproportionately affected and historically underserved groups and subpopulations.
- d) To fully integrate HIV prevention, twenty percent (20%) of Planning Council membership shall be composed of service providers of prevention services and representatives of priority populations that will benefit from prevention related interventions.
- e) To be eligible to serve on the Planning Council as an individual, not an agency representative (such as a non-elected community leader, member of the affected community, or a recently incarcerated person), must live within the TGA. An individual who serves as the representative of a nonprofit organization or a local public agency must work for an agency that has offices within the TGA and must spend the majority of his/her time working in the TGA. A representative of a State Agency (such as Medicaid or the Part B program) serves based on his/her position with the State Agency and need not live or work in the TGA.

- f) The Planning Council will attempt to obtain representation from each of the counties in the TGA proportionate to the number of living HIV and AIDS cases, as included in the annual Part A program application and the goals and objectives of the Region 3 Prevention Program. The Council will work to ensure that, to the extent possible, priority populations for prevention and unaffiliated consumer membership are reflective of the gender, age, sexual orientation, racial and ethnic demographics of the impacted populations within each county.

- g) The Planning Council Membership, Retention and Marketing committee shall conduct a review of the Membership reflectiveness semi-annually and recruit and maintain a list of potential candidates for referral to the County Executive should a vacancy occur in a federally mandated category. For vacancies that occur in federally mandated categories, the Membership committee shall provide notice to the Cuyahoga County Executive and the Part A Recipient.

Section 4.4 Terms of Service

- a) Members of the Planning Council appointed under the Ryan White authority shall be appointed as specified in Title XXVI of the Public Health Service Act, Section 2602(b)(1), Section 2602(b)(2) and Section 2602(b)(5)(C) and members appointed to the prevention committee shall be appointed according to appropriate HIV prevention guidelines.

- b) **Regular Members:** The terms of appointment for regular members shall be for a four (4) year term. Upon successful completion of an initial 4-year term, an individual is eligible to immediately reapply for Planning Council membership for one (1) additional four-year term. Membership will begin upon appointment by the Cuyahoga County Executive. Terms will officially begin the first day of the month following the official notification of appointment, unless otherwise specified by the County Executive, and will end on the last day of the month of the appointed term as stated by the County Executive. Planning Council membership shall not exceed two (2) consecutive 4-year terms without a minimum of one year off before the individual becomes eligible to reapply. Voting members appointed to mandatory categories under Part A authority and members who are serving as Executive or Subcommittee Chairs shall be allowed a 1-year extension of the last term, if additional time is necessary for recruitment purposes. All extensions must be approved by the Executive Committee and ratified by the Cuyahoga County Executive.

- c) **Ex officio Voting Members:** Planning Council term limit requirements and rotations can be difficult to enforce for certain mandated membership categories. For this reason, the following mandated membership categories are designated as ex-officio to a specific position or to the individual who holds the role because of their status or another position they hold and thus are exempt from Planning Council term limit requirements:
- i. The **Deputy Administrator Medicaid, Cuyahoga Job and Family Services**, or their designee, shall serve as the State Medicaid Representative. Medicaid is a primary source of healthcare coverage for many people living with HIV, and its policies, regulations, and benefit structures directly impact the accessibility and sustainability of services funded by the Ryan White program. By granting the Deputy Administrator of Medicaid ex officio status, the Planning Council gains a direct line of communication with the state's largest healthcare payer for people living with HIV, strengthening the overall system of care.
 - ii. The **Director, Cleveland Department of Public Health**, or their designee, shall serve as the Local Public Health Agency Representative. The Planning Council recognizes the critical role of the Cleveland Department of Public Health in coordinating local HIV prevention, care, and support services. The Director (or their designee) provides information and updates regarding local public health priorities and resource coordination, and serves as a liaison between the Planning Council and the Cleveland Department of Public Health. To ensure alignment between the Council's planning priorities and the jurisdiction's broader public health strategies, the Director of the Department of Public Health (or their designee) shall serve as an ex officio member of the Council.
 - iii. The **Ryan White Administrator, Bureau of HIV, STI, and Viral Hepatitis, Ohio Department of Health**, or their designee, shall serve as the Ryan White Part B Grant Recipient. The Planning Council recognizes the importance of coordination across the Ryan White HIV/AIDS Program Parts to ensure comprehensive, integrated services for people with HIV in the Transitional Grant Area (TGA). To strengthen collaboration between Part A and Part B programs, the Ryan White Administrator (or their designee) shall serve as an ex officio member of the Planning Council in the role of Ryan White Part B Representative,. This role provides critical insight into statewide HIV care and support services, resource allocation, and policy alignment. The Part B Representative shall share information on statewide HIV care and support programs, funding streams, and service delivery systems; and collaborate with the Planning Council to ensure

coordination and minimize duplication of services between Part A and Part B programs.

- iv. The **Medical Director, John T. Carey Special Immunology Unit at University Hospitals**, or their designee, shall serve as the Ryan White Part D Grant Recipient. For many years, there has been only one recipient of Ryan White Part D grant funding in the Cleveland TGA. As Medical Director of that organization, the Part D Grant Recipient provides critical insights into the unique needs and challenges of women, infants, children, and youth living with HIV in the area, as well as crucial information on the availability and coordination of family-centered care and support services.

As of February 26, 2026, the Division of Metropolitan HIV/AIDS Programa (DMHAP), acknowledging that membership rotation and term limit requirements for ex-officio seats are difficult to enforce, is developing a process to allow recipients to request term limit waivers for ex-officio Planning Council seats. Once DMHAP notifies the final process, the Cuyahoga County Board of Health will review and update Planning Council membership as necessary to ensure full compliance with the process.

- d) **Special Scenarios Related to Term Limit Enforcement.** As the Planning Council begins enforcing term limits established in 2017, the following provisions are enacted to ensure continuity of leadership and sufficient operational capacity during the transition:
 - i. Members who were previously classified as “exempt” from term limits and who do not serve in an ex officio capacity may complete the remainder of their current term. If such members have not yet served two full terms, they may be eligible to apply for a second term in accordance with standard appointment procedures.
 - ii. The term of the Consumer Executive Chair shall be extended for one (1) additional year following the formal appointment of new eligible applicants to the Planning Council. This extension is necessary because there are currently no members who meet the eligibility requirements—either in length of service or remaining term—to assume the Consumer Executive Chair role.
 - iii. The provisions of Section 4.4(d), Special Scenarios Related to Term Limit Enforcement, are intended as temporary transition measures and shall remain in effect only until such time as the Planning Council has a sufficient number of eligible members to fill leadership roles in compliance with standard term limit requirements. Once the Executive Committee determines and documents that such conditions have been met, this section shall be deemed expired and no longer applicable, unless otherwise amended by the Planning Council in accordance with Article XI.

Section 4.5 Duties and Responsibilities

4.5.1 Planning Council Members

Both Regular and Ex officio members of the Planning Council are expected to carry out the following duties and responsibilities:

- a) Uphold the goals, objectives, policies and procedures of the Planning Council.
- b) Attend and actively participate in Planning Council monthly, special, ad hoc, and emergency meetings and community events.
- c) Immediately following appointment to serve on the Planning Council, members must choose one of the following subcommittees as a primary "Committee of Record" (e.g., *CLC, S&F, MRM, QI or Prevention*) and actively participate in all scheduled meetings.
- d) For all members, participate in Council sponsored annual refresher training and planning sessions.
- e) For all new members, participate in new member orientation and training and review orientation materials within thirty (30) days after appointment.
- f) Participate as appropriate in the annual priority setting and resource allocations process, including: 1). Training and orientation; 2). Data presentation; 3). Priority setting; and 4). Resource allocation; as well as directive formulation that may be undertaken.
- g) Participate in all aspects as appropriate for prevention planning.
- h) Review materials of Council and/or subcommittees as required prior to scheduled meetings.
- i) Comply with the Bylaws as well as all policies and procedures adopted by the Planning Council. To ensure understanding and commitment to doing so, each member will be required annually to sign certain forms including but not limited to those related to: (1) Conflict of Interest; (2) Code of Conduct; (3) Confidentiality; (4) Grievance; and (5) Attendance. Existing documents shall remain in effect and be binding upon the behavior of members until such time as new ones are executed.

4.5.2 Committee Volunteers

Committee Volunteers have voting rights and are counted toward quorum in their assigned committee(s). Committee Volunteers are expected to carry out the following duties and responsibilities:

- a) Uphold the goals, objectives, policies and procedures of the Planning Council.
- b) Attend and actively participate in their assigned Committee(s) of record.
- c) Participate, as appropriate, in Council-sponsored training and planning sessions.
- d) For all new Committee Volunteers, participate in new member orientation and training and review orientation materials within thirty (30) days after appointment.

- e) Participate as appropriate in the annual priority setting and resource allocations process, including: 1). Training and orientation; 2). Data presentation; 3). Priority setting; and 4). Resource allocation; as well as directive formulation that may be undertaken.
- f) Participate, as appropriate, in prevention planning.
- g) Review materials as required prior to scheduled meetings.
- h) Comply with the Bylaws as well as all policies and procedures adopted by the Planning Council. To ensure understanding and commitment to doing so, each member will be required annually to sign certain forms including but not limited to those related to: (1) Conflict of Interest; (2) Code of Conduct; (3) Confidentiality; (4) Grievance; and (5) Attendance. Existing documents shall remain in effect and be binding upon the behavior of members until such time as new ones are executed.

Section 4.6 Attendance

The aim of the Planning Council is for each member to attend all regular or special meetings of the full Planning Council and to participate actively in at least one standing committee. Any Council member whose attendance falls below 75% of the required meetings within a calendar year or who fails to perform the duties of a Council Member described herein without just cause, is subject to removal by the CEO. The MMR Co-chair(s) shall cause attendance records to be maintained and shall regularly provide such records to the MMR Committee and Executive chairs.

For detailed attendance policies and procedures, see the Planning Council Policies and Procedures Manual.

4.6.1 Leave of Absence

Members and Committee Volunteers who are unable to attend regularly scheduled meetings may request a leave of absence. A leave of absence may be not less than two nor more than six months.

If a member is unable to return to active membership after the approved end date of leave of absence, that person may be recommended for removal from the Planning Council by the MRM Committee. If there are consecutive excused absences prior to a request for a leave of absence, the absences will be included as part of the leave.

The detailed Leave of Absence policy and related procedures are outlined in the Planning Council Policies and Procedures Manual.

4.6.2 Removal for Non-Attendance

A member's failure to comply with the attendance requirements may result in loss of membership on the Planning Council. The Planning Council shall first attempt to improve attendance and, if this fails, shall recommend to the Cuyahoga County Executive (in the event the individual was appointed under Ryan White Part A regulations) or the Planning Council's Executive Co-Chairs (in the event the individual was appointed under the HIV prevention process) that the non-attending member be removed in accordance with these Bylaws, subject to the process and conditions outlined in the Planning Council Policies and Procedures Manual.

Section 4.7 Change in Status

Members are appointed to fill membership categories. When a member changes his or her affiliation so that he/she no longer represents the membership category she/he was appointed to fill, that member must inform the Membership, Retention and Marketing Committee or Planning Council Support of this situation within thirty (30) days.

If the member fits another membership category and the Council is not at maximum capacity, the MRM Committee may assign the member to represent another membership category for the remainder of his/her existing term and notify the Planning Council Executive Co-Chairs, in writing, of the change.

If, according to Ryan White regulations if there is no other position available, the member shall submit his/her letter of resignation from the Planning Council and his/her seat shall be filled in accordance with the Open Nominations Process and the policy to fill federally mandated categories.

If the member cannot fit into another available membership category and does not resign, MRM may recommend his/her removal to the Cuyahoga County Executive as no longer eligible for service and immediately suspend the member from meeting participation and voting. If the vacant position is a federally mandated category, the MRM committee must include in its notice to the County Executive a nominee to fill the vacancy as soon as possible.

Section 4.8 Resignation

Any member of the Planning Council may resign at any time by written notice that bears a valid signature. Detailed procedures are included in the Policies and Procedures Manual.

Section 4.9 Removal for Cause

Both Regular and Ex officio appointed members of the Planning Council, as well as Committee Volunteers can be removed from membership for cause. This includes Executive Co-Chairs and Subcommittee Chairs. Conduct or behavior constituting cause for removal may include, but is not limited to:

- a) Violations of the Code of Conduct or conduct/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.
- b) Physical attacks on other Planning Council meeting attendees.
- c) Verbal abuse of other attendees.
- d) Conflict of Interest violations.

Duly appointed members of the Planning Council can only be removed by the Cuyahoga County Executive. Committee Volunteers can be removed the Executive Co-Chairs.

Detailed procedures for removal are in the Planning Council Policies and Procedures Manual.

Section 4.10 Code of Conduct

The Planning Council has adopted and implemented a Code of Conduct for Planning Council Members, Committee Volunteers and all individuals who participate in Planning Council meetings and other activities. The **Code of Conduct** is included in the Planning Council Policies and Procedures Manual.

Section 4.11 Confidentiality Policy & Pledge

The Planning Council has adopted and implemented a Confidentiality Policy and Pledge related to nondisclosure of a member's HIV/AIDS status.

This policy applies to Planning Council members, Committee Volunteers, and all individuals who participate in Planning Council meetings and other activities. The **Confidentiality Policy and Pledge** is included in the Planning Council Policies and Procedures Manual.

Article V – Officers

Section 5.1 Planning Council Executive Co-Chairs

The Cuyahoga Regional HIV Prevention and Care Planning Council shall be led by three (3) Executive Co-Chairs. As with all duly appointed members of the Planning Council, the Executive

Co-chairs shall be appointed by the CEO in accordance with applicable local laws and Ryan White legislative requirements.

The Executive Co-chairs are selected as follows:

- a. The Consumer Executive Co-Chair, is elected by the Planning Council to represent people living with HIV/AIDS;
- b. The Mayor of the City of Cleveland nominates one (1) co-chair; and
- c. Cuyahoga County appoints one (1) co-chair.

The Consumer Executive Chair representing HIV positive consumers shall be an individual who is a duly appointed member of the Planning Council who openly self-identifies as a person living with HIV. Eligibility requirements and procedures for electing the Consumer Executive Co-Chair are included in the Policies and Procedures Manual.

The Cuyahoga County Council, in accordance with applicable local laws and Ryan White legislative requirements, may ratify the appointment of the Planning Council's Executive Co-Chairs. The term of office shall be for three (3) years.

Executive Co-chair terms shall end in rotating years so as to maintain stability and consistency in the leadership roles. In the event that Executive Co-Chair terms cannot end in rotating years, the Planning Council will request that the co-chair with the latest term ending date have his/her term extended by one (1) year.

In the event a co-chair resigns prior to completion of his/her term, the entity (County Executive, Mayor, City of Cleveland, or election by the Full Planning Council) that originally nominated/elected the co-chair shall put forth a candidate for ratification by County Council to replace the resigning Executive Co-Chair within ninety (90) days of the official notice of resignation.

5.1.1 Executive Co-Chair Responsibilities

Executive Co-Chairs shall:

- a) Preside at all meetings of the full Planning Council.
- b) Appoint any Standing and/or Special Committees.
- c) Serve as liaison to the County Executive, Mayor of Cleveland, and the Ryan White Grantee Office.
- d) Serve as liaison for communication as appropriate with the Ryan White Grantee Office and the Health Resources Services Administration. Attend or appoint a representative to attend HRSA meetings/conferences as appropriate.
- e) Coordinate, or cause to be coordinated, interaction among stakeholders such as representatives from other Ryan White Parts (B, C, D, F, others) and HIV Prevention related programs, local and statewide HIV/AIDS planning groups, and state and local health and human services departments.

- f) Serve as spokesperson for the Planning Council. Issue, or cause to be issued, correspondence that represents the position of the Planning Council on policy/operational/other matters.
- g) Appoint all Planning Council sub-committee or standing committee co-chairs.
- h) Keep, or cause to be kept, the minutes of all meetings of the Planning Council consistent with Ryan White legislative requirements and prevention guidelines.
- i) Give, or cause to be given, all notices of meetings of the Planning Council consistent with the Planning Council Bylaws and Ohio Open Meetings Act.
- j) Call, or cause to be called, Special Meetings of the Planning Council consistent with Planning Council Bylaws.
- k) Perform all other duties necessary or incidental to the position.
- l) Ensure that one Planning Council subcommittee co-chair attends each standing/sub-committee meeting.
- m) Serve as co-chair of a standing/sub-committee in the absence of both standing/sub-committee co-chairs.

5.1.2 Executive Co-Chair Removal

Only the Cuyahoga County Executive can remove the appointed Consumer Executive Co-Chair from his/her position. The Planning Council may recommend the Consumer Executive Co-Chair's removal from this position in accordance with the Health Resources and Services Administration's guidelines, by a two-thirds (2/3) vote of members present at any regularly scheduled or special meeting that provides required prior notice.

Section 5.2 Committee Co-Chairs

Each Planning Council standing committee shall have two (2) co-chairs appointed by the Planning Council Executive Co-Chairs. This Council shall make all attempts to secure at least one (1) standing committee co-chair who is an individual living with HIV/AIDS to ensure adequate representation of PLWHA in Council leadership positions.

Standing Committee Co-Chair terms shall be for three (3) years, unless an extension is approved in accordance with Bylaws Articles IV, Section 4.4 (b).

Committee Co-Chair terms shall end in rotating years so as to maintain stability and consistency in the leadership roles. In the event that committee co-chair terms cannot end in rotating years, the Planning Council will request that the Co-Chair with the latest term ending date have his/her term extended by one (1) year. If necessary, the membership term of a Regular Member who is serving in a Co-Chair role could be extended in accordance with Bylaws Articles IV, Section 4.4 (b).

5.2.1 Committee Co-Chair Eligibility

Eligibility is limited to duly appointed members of the Planning Council. Preferably, an eligible candidate will have been a member of the committee for which he/she is being asked to serve as co-chair for the prior six (6) months.

5.2.2 Committee Co-Chair Responsibilities

Committee Co-Chairs shall:

- a) Lead development of the committee's Annual Work Plan.
- b) Monitor and report during Executive Committee his/her committee's progress toward accomplishing the committee's goals and objectives.
- c) Develop, or cause to be developed, Standing Committee Meeting Agenda.
- d) Preside over and facilitate all meetings of their committee.
- e) Keep, or cause to be kept, minutes of all Committee meetings.
- f) Keep, or cause to be kept, attendance at all Committee meetings for Committee records.
- g) Review Committee meeting agenda for approval prior to distribution.
- h) Give, or cause to be given, all notices of Committee meetings (consistent with requirements as outlined in the Bylaws).
- i) Coordinate with MRM Committee to assist in managing the attendance of members serving on his/her standing committee.
- j) Support members of the Committee by (a) being available for Committee members who have questions, and (b) contacting members of his/her committee who fail to complete Committee work assignments, have poor attendance and/or poor participation in the work of the Committee.
- k) Attend Executive Committee and Standing Committee meetings in accordance with all attendance policies outlined in the Policies and Procedures Manual.
- l) Perform all other duties necessary or incidental to the position.

5.2.3 Committee Co-Chair Removal

Any Committee Co-Chair who fails to perform his/her duties as stated in Section 5.2.2 is subject to removal by the Planning Committee Executive Committee.

If a Committee Member has concerns regarding the performance/duties of the Committee Co-Chair, the members should first attempt to resolve the issue with the co-chair of said committee. If the issue/concern is still not resolved, the member shall bring the issue/concern to the Planning

Council's Executive Co-Chairs for investigation and resolution. Finally, if the issue/concern is still not resolved, the Executive Co-Chairs shall bring the issues/concerns to the Executive Committee for resolution.

If the Executive Committee concludes that concerns justify the Committee Co-Chair's removal from his/her position as Committee Co-Chair, the Executive Committee votes to administratively dismiss the Committee Co-Chair for failure to perform his/her duties. The vote is conducted according to parliamentary procedures and requires a simple majority of the Executive Committee members. The dismissed Committee Co-Chair's Planning Council membership term is not affected by the removal as a Committee Co-Chair.

Article VI – MEETINGS

Section 6.1 Regular Meetings

6.1.1 Public Meetings

All meetings of the Planning Council shall be open to the public for the purpose of observing the operations of Planning Council and its deliberations. The Planning Council shall reserve time for public comment on the agenda of any meeting of the Full Planning Council. Meetings must be compliant with Section 2602(c)(7) of the Public Health Services Act, as amended from time-to-time and in accordance with criteria established by the Secretary of the U.S. Department of Health and Human Services and Ryan White HIV/AIDS Program federal regulations and HIV prevention community participation requirements. The most recent edition of Robert's Rules of Order, as amended from time to time, shall govern the meetings of the Planning Council.

6.1.2 Confidentiality in Public Meetings

All meetings of the Planning Council and its committees are open to the public in accordance with applicable federal, state, and local requirements. The Planning Council recognizes that certain discussions may involve sensitive or personal information, including information related to HIV status. Accordingly, the Planning Council shall adopt and implement policies and procedures to promote confidentiality, minimize inadvertent disclosure, and protect participant privacy to the extent permitted by law, while maintaining compliance with open meeting requirements.

6.1.3 Meeting Frequency

The Planning Council shall meet at such time as determined at the discretion of the Planning Council. The Planning Council's meeting frequency shall include at minimum an annual meeting for the purpose of conducting Priority Setting and Resource Allocations (PSRA). A regular meeting schedule shall be established by the Executive Co-Chairs, in consultation with the Executive Committee, and can be amended at any time by the Executive Co-Chairs by giving the necessary advance notice.

6.1.4 Notice of Meeting

A yearly schedule of meetings will be posted to the Planning Council website (www.ccbh.net/ryan-white) and sent to all Planning Council members by January 31st, annually. In addition, the Planning Council's Support Staff shall send a monthly e-mail reminder notice to each Planning Council Member and Committee Member at his/her last known e-mail address not less than seven (7) business days prior to the scheduled meeting date.

6.1.5 Quorum

A quorum must be present at any regular or special meetings of the Planning Council in order to conduct official Planning Council business. A quorum for official Planning Council meetings is defined as fifty percent (50%) of the membership plus one (1) of the appointed members. In computing a quorum, individuals on a leave of absence and vacant seats and on the Council shall not be counted. If a quorum is not present, Planning Council members in attendance may conduct the meeting and hold discussions, but no action requiring a vote shall be taken and any item requiring a vote shall be "pending" until a proper vote can be taken involving a quorum at a subsequent meeting.

6.1.6 Agendas

An Agenda for all Planning Council and Standing Committee meetings shall be prepared and available to Council members at least three (3) business days in advance of the current month's meetings.

Planning Council and committee members who wish to add topics to the agenda may do so during initial review of the agenda, prior to distribution, or during review and approval of the agenda at the start of the meeting or may do so during other business as time permits.

6.1.7 Discussion

Robert's Rules of Order will govern all Planning Council meetings. The presiding co-chair shall manage the meeting and agenda and call on Council members at their request to speak in the order requested. In order to allow time for participation from all meeting participants, a member may not speak for more than two (2) minutes on any subject or more than twice on the same

subject. Every member who wishes to speak will be called upon once before a member is called upon for a second time.

6.1.8 Public Comment

The Public has two (2) opportunities to address the Planning Council directly during the public comment and the announcements portion of the meeting. Public Comment is reserved for public participants only. Input from Public Comment will be recorded in the official meeting minutes and addressed by the Planning Council either during the meeting or at a later meeting date, as needed and/or appropriate. Planning Council members reserve the right to entertain public comment during the business section of the meeting if sufficient time permits. If the Council co-chairs agree to hear public comment during a discussion on business, the co-chairs will set time limits and manage the time so as to complete the Council's official business.

6.1.9 Minutes

The Planning Council Co-Chairs shall cause the production of Planning Council meeting minutes. In accordance with legislative requirements, HRSA expectations and Prevention guidelines, Planning Council meeting minutes shall include the following items: information on the date, time, and location of the meeting; the meeting agenda; a detailed summary of discussion points and outcomes according to each agenda item; an attendance record of Planning Council members; and a listing of staff and non-member/guest participants.

In producing the minutes, Planning Council Support Staff, co-chairs, and any designee shall take appropriate measures to guard against disclosure of protected health information or other personal information that might violate privacy laws including but not limited to the Health Insurance Portability and Accountability Act (HIPAA), medical or other personal matters that should not be disclosed.

6.1.10 Voting

A quorum shall be present in order to conduct official Council business. Proxy votes shall not be permitted. At official meetings of the Planning Council and sub-committees, every member appointed to Planning Council shall be entitled to one (1) vote on any question before the Planning Council with the following exceptions:

- a. **Committee Volunteers** – Committee Volunteers shall only vote in their chosen “committee of record” and shall **not** have voting authority at any other subcommittee or the Full Planning Council.
- b. **One Vote per Organization** – in instances where multiple Committee Volunteers represent a single organization, only one (1) individual shall be granted authority to vote on behalf of the organization. Each organization shall designate the voting representative on behalf of their

organization. If no designee is named by the organization, the subcommittee co-chairs shall designate the non-member representative on behalf of the organization that fails to designate a voting representative.

Voting shall take place by voice vote, or by show of hands of the members present or in attendance via virtual means in compliance with these Bylaws. At in-person meetings, any vote may be taken orally with the Council member raising his/her appropriate placard and counting off in succession until conclusion.

All votes shall be recorded by action in the minutes of the meeting.

No secret ballot shall be permitted, except in the case of election of the Planning Council's Consumer Executive Co-Chair position or as designated by the Planning Council's Executive Co-chairs.

In determining the outcome of a vote, members abstaining (an abstention) will be counted as "not voting." The same will hold true for any member absent from the room or in the event of a virtual meeting, the member is not logged in or connected online and visible onscreen at the time of the vote.

Passage of a measure will be based upon the "number of members present and voting" so long as a quorum of members are participating.

Section 6.2 Special Meetings

Special or Emergency Meetings of the full Planning Council may be held on the call of the Planning Council Executive Co-Chairs, or by the co-chairs upon written request of any of the Standing Committee co-chairs. Should such a meeting be called, all members shall be notified via e-mail and the meeting notice shall be published on the Planning Council's website (www.ccbh.net/ryan-white). A notice of special meetings shall state the specific subject matter of the meeting and shall comply with these Bylaws and any Ryan White Part A and HIV Prevention related federal regulations.

Section 6.3 Executive Session

During any duly called meeting, a motion to adjourn into Executive Session may be made by a Planning Council Executive Co-Chair or by two-thirds (2/3) of the Planning Council members present and voting. Issues and topics that warrant adjournment into Executive Session include, but are not limited to:

- 1) discussions of appointments, performance, evaluations, health, or dismissal of a Planning Council support staffer or Council member;

- 2) strategy & negotiations with respect to pending claims or litigation;
- 3) security matters; and
- 4) discussions that would disclose records that are exempt from disclosure.

Executive sessions shall be closed to all, but Planning Council members and invited persons designated by the Planning Council (e.g., legal counsel, Planning Council support staff or technical consultants). There shall be no official record and no votes taken in Executive Session.

Article VII – COMMITTEES

Section 7.1 General

The Planning Council is made up of an Executive Committee and Standing Committees.

A Standing Committee of the Planning Council is a committee which has a purpose that requires standing membership and regular meeting schedule. Standing Committees will meet regularly and report on their progress regularly to the full Planning Council.

The Standing Committees of the Planning Council shall be as follows:

- a. Community Liaison Committee (CLC)
- b. Strategy and Finance (S&F)
- c. Membership, Retention & Marketing (MRM)
- d. Quality Improvement Committee (QI)

7.1.1 Establishment and Elimination of Standing Committees

Standing Committees may be established or eliminated by the Planning Council through amendment of the Bylaws. An existing Standing Committee may be made inactive by majority vote of the Planning Council.

7.1.2 Standing Committees Participation

Every Planning Council member is expected to participate actively on at least one (1) Standing Committee, with attendance requirements as outlined in the Policies and Procedures Manual of the Planning Council.

Appointed members of the Planning Council may attend and participate at any standing committee and shall have voting authority at any standing committee meeting.

7.1.3 Committee Membership

- a. The MRM Committee deals with membership and governance issues. As such, it shall include only duly appointed members of the Planning Council as voting committee members.
- b. The Prevention Committee is an **Open Committee**. As such, Planning Council Members, Committee Volunteers, and community stakeholders can participate in discussions and, where applicable, vote within the Prevention Committee.
- c. Membership in the Community Liaison Committee is limited to individuals living with HIV. The Committee operates as an open committee of the Planning Council, and the Planning Council shall implement confidentiality protections and participation guidance as outlined in the Policies and Procedures Manual in recognition of the sensitive nature of discussions that may occur.
- d. All other standing committees may be composed of both Planning Council Members and Committee Volunteers; however, the co-chairs and not less than a majority of the Committee members must be duly appointed members of the Planning Council.

7.1.4 Leadership

Two (2) co-chairs shall govern each standing committee with the exception of the Executive Committee. Standing Committee Co-Chairs must be duly appointed Planning Council members and will serve on the Executive Committee as provided in Section 5.2.3.

Standing Committee Co-Chair appointments are the sole responsibility of the Planning Council's Executive Co-Chairs.

7.1.5 Voting Rights

When non-members serve on standing committees, these individuals shall have the same attendance requirements, member expectations, and voting rights in the specific standing committees they have chosen to serve on; however, **ONLY** Planning Council members appointed by the Cuyahoga County Executive shall have voting privileges at meetings of the Membership, Retention, and Marketing Committee, the Executive Committee, and the Full Planning Council.

7.1.6 Ad Hoc Committees and Task Forces of the Planning Council

Ad hoc committees or task forces may be created at any time to meet the operational needs of the Planning Council. The Planning Council's Executive Co-Chairs or the full Planning Council may establish such entities as necessary.

7.1.7 Work Groups and Task Forces of Standing Committees

The co-chairs of each standing committee may appoint time-limited work groups or task forces as necessary to carry out the work of the standing committee. Establishment of a work group or task force that is expected to last more than one (1) year requires approval by the full Planning Council.

Section 7.2 Executive Committee

The Executive Committee is the primary governance committee of the Planning Council and serves as a coordinating body of the Planning Council. The Executive Committee shall coordinate the work of the Planning Council to support compliance with legislative responsibilities and shall support the effective functioning of the Planning Council between regular meetings. The Executive Committee does not supplant the authority of the Full Planning Council, except where such authority is expressly delegated in these Bylaws.

Responsibilities of the Executive Committee shall include:

- a. Providing leadership in establishing the Planning Council's priorities annually and its overall agenda and work products.
- b. Setting and approving the agenda for each monthly Full Planning Council meeting.
- c. Providing leadership and oversight of the Planning Council's consolidated work plan and ensuring completion of all Planning Council work products.
- d. Reviewing committee work products as needed, at its discretion or at the request of a standing committee or the Full Planning Council, for purposes of coordination, compliance review, or readiness for Full Planning Council consideration.
- e. Reviewing standing committee work products when required by these Bylaws, including but not limited to Priority Setting and Resource Allocation (PSRA) methodologies and recommendations, proposed amendments to the Bylaws or Policies and Procedures Manual, and matters involving grievances or conflicts of interest.
- f. Problem solving and integrating work plans across committees.
- g. Serving as a conduit for information sharing.
- h. Ensuring the integrity of the PSRA process.
- i. Supporting and coordinating the overall operations of the Planning Council.

- j. Appointing and removing co-chairs of standing & special committees (as needed in conjunction with Planning Council Executive Co-Chairs)
- k. Reviewing and making decisions on filed grievances.

7.2.1 Composition

The Executive Committee shall be comprised of the Planning Council Executive Co-Chairs and the co-chairs of each of the standing committees.

The make-up of the Executive Committee shall include at minimum four (4) PLWH/A. If at least four PLWH/A are not reflected in the standing committee co-chairs, then at-large Planning Council members will be appointed by the Planning Council's Executive Co-Chairs to meet the PLWH/A composition requirement set forth by these Bylaws.

The Ryan White Part A Project Director and Program Supervisor are non-voting *ex officio* members of the Executive Committee.

7.2.2 Leadership

The Executive Committee shall be governed by the Executive Co-Chairs.

7.2.3 Executive Session

The Executive Committee shall reserve the right to go into Executive Session to discuss sensitive or confidential information in accordance with Section 6.3 of these Bylaws.

Article VIII – CONFLICT OF INTEREST

- A. Definition** – For the purpose of these Bylaws, Conflict of Interest is defined as “an interest by a Planning Council member in an action that may result in personal, organizational, or professional gain for the member or his/her spouse, domestic partner, parent, child, or sibling.” The conflict of interest may be actual or perceived. Having an affiliation with a Part A funded provider – such as being a Board member, staff member, consultant, or volunteer for an average of more than twenty (20) hours a week – constitutes a conflict of interest. Being a client of a Part A-funded provider is not considered or defined as a conflict of interest.

B. Participation of Conflicted Members – At the beginning of each Planning Council or Standing Committee meeting, each Planning Council member must verbally state (1) his/her name, (2) jurisdiction of residence, (3) membership category, and (4) identify any Part A-funded services category(ies) for which there is a Conflict of Interest. If a topic under discussion relates to a conflict of interest a Planning Council Member must disclose his/her potential conflict of interest before speaking on the topic. Members with a conflict of interest on a given matter shall not advocate for or against a specific position, make a motion, or vote on action related to that matter. They may participate in discussions by offering factual information and answering questions.

During PSRA or reallocations, a member with a conflict of interest shall not take part in voting related to the service category(ies) for which he/she has a conflict of interest, such as setting the service priorities or allocations or offering recommendations for the service category(ies), except that he/she may vote to approve or disapprove an entire slate of priorities or allocations.

C. Involvement in Procurement – No member of the Planning Council may have any role in procurement, which includes development of the Request for Applications (RFA), criteria for provider selection, or participation in provider selection. The sole exception is that one or more Planning Council members who do not represent a funded provider or a provider that is eligible to apply for Part A funds may, at the request of the Planning Council and the Grantee, review specific sections of the RFA that are related to directives established by the Planning Council. This restriction shall not impede or limit the Planning Council’s rights to formulate appropriate directives.

D. Violations of Conflict of Interest – Planning Council members are expected to question possible conflicts of interest. If a conflict of interest is reported or alleged, the Executive Committee is responsible for investigating and addressing the conflict of interest, using written procedures adopted by the Planning Council.

E. Planning Council Policy, Procedures & Forms related to Conflict of Interest – The Planning Council has adopted and implemented a *Conflict-of-Interest Policy and Procedure* that is included in the Planning Council Policies and Procedures Manual.

Article IX – OFFICAL COMMUNICATIONS & REPRESENTATION

- A. The spokespersons for the Planning Council are the Planning Council Executive Co-Chairs or their authorized designees. They are authorized to speak on behalf of the Council regarding its roles and responsibilities and provide factual information about actions that have been taken by the Council or are on its public agenda, as well as any other matters for which they have received official authorization by the Council.

- B. No officer or member of the Planning Council shall perform any act or make any statement or communication under circumstances that might reasonably give rise to an inference that he or she is representing the Planning Council, except for actions or communications that are clearly within the policies of the Planning Council or have been authorized in advance by the Planning Council.

Article X – EXPENSE REIMBURSEMENT

Reimbursement is allowed for expenses that are a direct result of participating in a Planning Council meeting. The expenses must be reasonable and can include transportation. For transportation reimbursement, a Planning Council member shall provide evidence that he/she lives within the Cleveland TGA/Region 3. Following confirmation, the member shall be reimbursed via gas cards, based on round-trip mileage calculation from his/her address of residence to the meeting location. When required to travel outside the Cleveland TGA/Region 3 and 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 be submitted in writing, and receive prior written approval from the Grantee/Planning Council Manager or designee prior to incurring the expense. Reimbursements will be dependent on submission of valid receipts.

Article XI – AMENDMENTS

The Executive Committee is responsible for developing, reviewing, and making any needed amendments to the Bylaws. Where necessary to ensure compliance with all relevant laws, the revised bylaws will undergo legal sufficiency review by the legal representative of the Cuyahoga County Executive of his/her Designee.

The Executive Committee, in consultation with Planning Council support staff, may make non-substantive technical corrections to these Bylaws, including grammatical, typographical, formatting, and citation updates, or changes required to maintain compliance with federal or local regulations, provided that such changes do not alter the intent or substance of the Bylaws. All such corrections shall be reported to the full Planning Council and documented in the Revision History.

Any change affecting membership composition, voting rights, quorum requirements, officer authority, or other substantive governance provisions shall require approval of the full Planning Council in accordance with the amendment procedures set forth herein.

A. Step 1: Submission to the Executive Committee

The Executive Committee shall review proposed amendments and determine whether each proposed amendment should be presented for action by the full Planning Council. To be recommended to the Planning Council, an amendment must receive the affirmative vote of a majority of Executive Committee members at a meeting at which a quorum is present.

B. Step : Planning Council Vote

To be adopted, a proposed amendment to the Bylaws must receive the affirmative vote of two-thirds (2/3) of Planning Council members present and voting at a meeting at which a quorum is present. A proposed amendment may not be considered by the Planning Council unless it has been sent, in proposed form, to each Planning Council member at least seven (7) business days prior to the Planning Council meeting for which a vote is being sought.

Article XII – GRIEVANCE PROCEDURE

The Planning Council shall adhere to its established procedures for addressing grievances with respect to funding under Section 2601(a) of the Ryan White legislation. The Planning Council has developed for adoption and implementation a **Grievance Policy and Procedure** that is in compliance with HRSA guidelines. The **Grievance Policy and Procedure** is in the Planning Council Policies and Procedures Manual.

Article XIII – MAXIMIZING PART A FUNDS

To maximize the use of Part A Grant funds and avoid the risk of underutilization of the Cleveland TGA Part A Awards, the Planning Council grants authority to the Cuyahoga County Board of Health (Part A Grantee) to reallocate Part A funds during the months of December, January and February as needed and without prior approval by the Planning Council in advance of the decision. When such action is necessary the Grantee shall report the reallocation actions to the Planning Council not later than the month immediately following the action.

