

# **Bylaws**

## **Of the**

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

Planning Council Chairs:

Terry Allan, Kimberlin Dennis and Merle Gordon

**Final Approval April 19, 2017**

---

#### **Address Correspondence to:**

Planning Council Co-Chairs  
c/o Cuyahoga County Board of Health  
Ryan White Part A Program  
5550 Venture Drive  
Cleveland, OH 44130  
Telephone: 216-201-2000  
Email: [ClevelandTGA@ccbh.gov](mailto:ClevelandTGA@ccbh.gov)  
Website: [www.ccbh.net/ryan-white](http://www.ccbh.net/ryan-white)

# Table of Contents

<b>Article I – NAME AND SERVICE AREA .....</b>	<b>4</b>
Section 1.1 Name.....	4
Section 1.2 Service Area .....	4
Section 1.3 Definitions.....	4
<b>Article II – LEGAL AUTHORITY .....</b>	<b>5</b>
Section 2.1 .....	5
<b>Article III – MISSION STATEMENT; DUTIES .....</b>	<b>5</b>
Section 3.1 Mission.....	5
Section 3.2 – Duties .....	6
<b>Article IV – MEMBERSHIP .....</b>	<b>6</b>
Section 4.1 .....	Error! Bookmark not defined.
Section 4.2 Open Nominations Process .....	6
Section 4.3 Representation and Reflectiveness.....	7
Section 4.4 Terms of Service.....	9
Section 4.5 Duties and Responsibilities.....	9
Section 4.6 Attendance .....	10
Section 4.6.1 Participation in Meetings by Conference Call .....	11
Section 4.6.2 Leave of Absence.....	11
Section 4.6.3 Resignation.....	12
Section 4.6.4 Removal for Non-Attendance .....	12
Section 4.6.5 Removal for Cause .....	14
Section 4.7 Code of Conduct.....	15
Section 4.8 Confidentiality Policy & Pledge .....	15
Section 4.9 Officers.....	15
Section 4.9.1 Planning Council Co-Chairs.....	15
Section 4.9.2 Planning Council Consumer Co-Chair Selection Process.....	16
Section 4.9.3 Planning Council Co-Chair Responsibilities.....	17
Section 4.9.4 Planning Council Co-Chair Removal.....	17
Section 4.10 Standing Committee Co-Chairs .....	17
Section 4.10.1 Standing Committee Co-Chairs Eligibility.....	18
Section 4.10.2 Standing Committee Co-Chair Responsibilities.....	18
Section 4.10.3 Standing Committee Co-Chairs Removal.....	19
<b>Article V – MEETINGS.....</b>	<b>19</b>
Section 5.1 Regular Meetings .....	19
Section 5.2 Special Meetings.....	22
Section 5.3 Executive Session.....	22
<b>Article VI – COMMITTEES .....</b>	<b>23</b>
Section 6.1 General .....	23
Section 6.2 Executive Committee .....	24
Section 6.3 Other Standing & Management Committees .....	25
Section 6.4 Responsibilities and Membership of Standing Committees.....	26
Section 6.4.1 Consumer Liaison Committee (CLC).....	26
Section 6.4.2 Strategy & Finance (S&F) .....	26
Section 6.4.3 Quality Improvement (QI).....	27

Section 6.5 Responsibilities of the Governance Committee .....	28
Section 6.5.1 – Membership, Retention and Marketing (MRM) .....	28
<b>Article VII – CONFLICT OF INTEREST .....</b>	<b>29</b>
<b>Article VIII – OFFICAL COMMUNICATIONS &amp; REPRESENTATION .....</b>	<b>30</b>
<b>Article IX – EXPENSE REIMBURSEMENT .....</b>	<b>30</b>
<b>Article X – AMENDMENTS.....</b>	<b>31</b>
<b>Article XI – GRIEVANCE PROCEDURE .....</b>	<b>32</b>
<b>Article XII – MAXIMIZING PART A FUNDS.....</b>	<b>32</b>
<b>APPENDICES .....</b>	<b>33</b>
<b>APPENDIX A: Code of Conduct .....</b>	<b>34</b>
<b>APPENDIX B: Confidentiality Pledge .....</b>	<b>39</b>
<b>APPENDIX C: Conflict of Interest Policy &amp; Pledge.....</b>	<b>41</b>
Acknowledgement of Receipt of Ohio Ethics Law .....	44
<b>APPENDIX D: Open Nominations Process .....</b>	<b>45</b>
<b>APPENDIX E: Grievance Policy &amp; Form .....</b>	<b>53</b>
<b>APPENDIX F: Attendance Policy .....</b>	<b>62</b>

## **Article I – NAME AND SERVICE AREA**

### **Section 1.1 Name**

The Name of the Council shall be known as the Cuyahoga Regional HIV Health Services Ryan White Planning Council. As used in these Bylaws and hereinafter, the words “Planning Council” and “Council” shall mean and refer to the full Ryan White Planning Council. The term “committees” or “standing committees” used in these bylaws shall refer to the committees of the 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. The six county TGA includes: 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 this Policy.

- a) “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.
- b) “Grantee” is defined as the entity designated by the County Executive to administer the Ryan White Part A Grant Program.
- c) “Consumer” as referred to in these Bylaws is an HIV positive individual.
- d) “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.
- e) “Member” or “Members,” as used in these Bylaws, refers to those individuals who have been reviewed through the Planning Council’s open nominations process (which may also be referred to as the membership application process), recommended to the Cuyahoga County Executive by the Planning Council, and duly and lawfully appointed to the Planning Council by the Cuyahoga County Council.

- f) “Affiliated” is defined as being or having a family member who is an employee, paid consultant, contractor or officer or board member, or a volunteer (20 or more hours per week) for an agency receiving or competing for Part A funds in a specific service category. A person who is a client of a Part A funded provider is **not** considered affiliated.
- g) “Family Member” is defined as spouse, partner, mother, father, child, or sibling.
- h) The “affiliation” limitation does not apply to individuals affiliated with entities that receive funding under other sections of the Ryan White legislation but do not receive funding under Part A.
- i) “Open Meetings” as used in these bylaws refers to the fact that all Planning Council and Planning Council Subcommittee meetings are open meetings and subject to all regulations and restrictions outlined in the “Ohio Open Meetings Act (ORC 121.22(c))”.
- j) “PLWHA” is defined as people living with HIV/AIDS.
- k) “HRSA” is the federal Health Resources and Services Administration.
- l) “HAB” is the federal HIV/AIDS Bureau.

## **Article II – LEGAL AUTHORITY**

### **Section 2.1 Statutory Authority**

The Council was created by and functions 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). The Chief Elected Official (CEO) in the Cleveland TGA appoints the Council.

## **Article III – MISSION STATEMENT; DUTIES**

### **Section 3.1 Mission**

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 TGA, as mandated by the Ryan White Part A legislation. The Planning Council will 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 Planning Council, 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.

## **Article IV – MEMBERSHIP**

### **Section 4.1 Open Nominations Process**

- a) All potential members of the Planning Council must go through the Planning Council's open nominations process, which is managed by the Membership Marketing and Retention (MRM) Committee, through a Membership Interview and Recommendation Panel. The process will comply with the Health Resources Services Administration (HRSA)

guidance, federal rules and regulations, and terms of the Intergovernmental Agreement (IGA). This process shall include broad recruitment for potential members, use of an approved application form, interviews and assessment using clearly established criteria, and Membership Committee recommendation of a slate of nominees for membership (one per available slot) to the Grantee for coordination with the City of Cleveland and the County Executive in accordance with the Intergovernmental Agreement. The County Executive and County Council shall make the final decisions and appointments while complying with applicable federal law. The **“Open Nominations Process”** is incorporated into these Bylaws and included as **Appendix D**.

- b) All appointed members of the Planning Council shall have voting privileges; however, no individual may vote at Planning Council meetings until he or she has been officially appointed by the County Executive and County Council.
- c) Planning Council members with recently expired terms of service and an application for reappointment that has been submitted to the County Executive and is pending approval may continue to serve and vote until reappointed or replaced.

### **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 membership should include representation of the following groups 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;
  - 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 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), a 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.

- e) 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. The Council will work to ensure that, to the extent possible, unaffiliated consumer membership will be reflective of the gender, age, sexual orientation, racial and ethnic demographics of the infected populations within each county.
- f) 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's office 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 Part A Grantee along with approved application(s) for a candidate(s) to fill the vacancy(ies) within ninety (90) days.

#### **Section 4.4 Terms of Service**

- a) Each member of the Planning Council 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).
- b) The term of office shall be for an initial period of two (2) years for newly appointed members, followed by a three (3) year second term and subsequent terms thereafter. Upon completion of the three-year term, an individual is eligible to immediately reapply for Planning Council membership for one (1) additional three-year term. Membership will begin upon appointment by the County Executive in conjunction with the Mayor of the City of Cleveland. Terms will officially begin the first day of August and will end on July 31 following the appointed term. Planning Council membership shall not exceed three (3) consecutive terms without a minimum of one-year off before the individual can re-apply, with allowance for extension of the last term as a voting member until a suitable candidate is found and appointed.

#### **Section 4.5 Duties and Responsibilities**

Planning Council members 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, choose a Subcommittee of Record 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 in all aspects of 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) Review materials of Council and/or subcommittees 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 Planning Council member to attend, in person, regular meetings of the full Planning Council and to participate actively in at least one Subcommittee. Attendance at a meeting means the Planning Council member arrives within thirty (30) minutes of the meeting start time and remains for the duration of the meeting.

- a) Each member of the Planning Council is expected to attend one hundred percent (100%) of the regularly scheduled meetings of the Planning Council during each program year. The attendance policy is outlined in these Bylaws as **Addendum F**.
- b) Council members are also expected to attend a subcommittee meeting (other than Executive Committee) according to the subcommittee meeting schedule. Additionally, committee co-chairs are expected to attend one

hundred percent (100%) of Executive Committee meetings and their subcommittee meetings. Any Council member who fails to comply with the attendance requirement is subject to removal without further cause. For specific attendance requirements, see **Addendum F**.

- c) A member will receive a warning letter if the member fails to comply with the attendance policy as identified in **Addendum F**.

#### **Section 4.6.1 Participation in Meetings by Conference Call**

- a) **Planning Council Meetings:** Members are expected to attend Planning Council meeting in person, except in unusual circumstances (such as very bad weather). The MRM co-chairs, in concurrence with at least one Planning Council Co-chair, may approve participation by telephone at their discretion provided a good reason for the request is given, the request is made at least 3-days prior to the meeting, and capability for such participation is available at the meeting site. However, in accordance with the “Ohio Open Meetings Act (ORC 121.22(c)),” a member participating by conference call **cannot** be counted toward calculation of a quorum for purposes of conducting official Planning Council business and is **not permitted to vote**.
- b) **“Committee of Record” meetings:** Members are expected to attend meetings for their “Committee of Record” in person, except in unusual circumstances as described above; however, participation by telephone may be approved provided a good reason for the request is given, the request is made at least three (3) days prior to the meeting and capability for such participation is available at the meeting site; however, as stated in Section 4.6.1 (a) telephone participation cannot be counted toward calculation of a quorum and a member participating by telephone cannot vote. The Committee co-chairs, with concurrence by at least one (1) Planning Council Co-chair, may choose to hold a small number of meetings by conference call, particularly if the committee or work group is small or a meeting is held on short notice.

#### **Section 4.6.2 Leave of Absence**

A Planning Council member may request from the MRM Committee approval of a leave of absence of not less than two (2) and no more than six (6) months. A member seeking approval of a request for leave of absence shall submit the request as soon as possible or at least two (2) weeks prior to the start date of the requested leave, or in the event of an emergency, not later than two (2) weeks following the start of the requested leave. A leave of absence may be granted by a majority vote of the MRM committee at its discretion, for reasons including serious illness of the member or a close family member in his/her care,

professional responsibilities that make it impossible to attend Planning Council and subcommittee meetings for a limited period of time, or other pressing personal reasons. A member may request a leave of absence not more than twice (2x) within a three (3) year term and may not request a second leave of absence before returning to service and meeting attendance requirements for a period at least equal to the previous leave of absence. If unable to return by the date originally anticipated, a member may request extension of his/her leave of absence to the maximum duration of six (6) months. If an extension is requested and granted, the total period will be considered a single leave of absence.

### **Section 4.6.3 Resignation**

Any member of the Planning Council may resign at any time by written notice that bears a valid signature. A Planning Council member that gives verbal notice of intent to resign must provide written notice within thirty (30) days of verbal notice. However, if the individual fails to provide written notice after thirty (30) days have passed, the Membership, Retention and Marketing Committee shall notify the member in writing within forty five (45) days following the verbal notice to confirm the member's intent to resign and/or initiate formal removal from the Planning Council.

A member who has resigned may submit his/her written resignation in person, via e-mail or regular postal mail to the attention of a Planning Council Co-chair. If sent via e-mail, it must contain a statement to attest that the e-mail shall serve as official notice of resignation and include the individual's full name. If sent via postal mail, it must be sent to the following:

Planning Council Chairs  
c/o Cuyahoga County Board of Health  
Ryan White Part A Program  
5550 Venture Drive  
Cleveland, OH 44130  
Email: [ClevelandTGA@ccbh.gov](mailto:ClevelandTGA@ccbh.gov)

### **Section 4.6.4 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 that the non-attending member be removed in accordance with these Bylaws, subject to the following process and conditions:

- a) **Warning letter:** If a member is in danger of failing to comply with the meeting attendance requirement – after she/he has had two (2) sequential absences or three (3) total absences during a single program year – the

MRM committee shall work with the Planning Council staff to send a warning letter to notify the non-attending member in writing that unless attendance immediately improves, the Planning Council will recommend to the Cuyahoga County Executive that the non-attending member be removed for failure to comply with attendance requirements.

- b) **Response period:** The Planning Council shall allow the non-attending member thirty (30) calendar days from the date of the letter to respond in writing. The response must indicate that going forward the member will attend meetings regularly and provide an explanation for the record as to why the member has failed to attend according to attendance requirements.
- c) **Letter to the County Executive:** If the member does not begin regularly attending Planning Council and Subcommittee meetings or provide a response that adequately explains special circumstances that caused the non-compliance, the MRM Committee shall suspend the member and recommend the member's removal via a written transmittal to the Cuyahoga County Executive with a copy sent to the Co-chairs of Planning Council. If the member's removal creates a vacancy in a federally mandated category, the MRM committee must also include in the County Executive's transmittal a nominee for consideration to fill the vacancy within ninety (90) days of the effective request for termination of the non-compliant member.
- c) **Suspension:** At the same time the letter is sent to the Cuyahoga County Executive, a letter will be sent to the non-compliant member informing him/her of the Planning Council's action, and suspending the member from the Planning Council while the County Executive is acting on the request for removal. A member under suspension shall not be allowed to participate as a member or vote at Council meetings and is not counted as an active member in the quorum requirements.
- d) **Change in status:** Members are appointed to fill specific membership categories. When a member of the Planning Council 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 MRM Committee of this situation within thirty (30) days.

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

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 within ninety (90) days of a vacancy.

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 within ninety (90) days.

#### **Section 4.6.5 Removal for Cause**

- a) The Planning Council may recommend to the Cuyahoga County Executive that any member, including a Planning Council Co-Chair, be removed from membership for cause. Conduct or behavior constituting cause for removal may include:
  - 1. 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.
  - 2. Physical attacks on other Planning Council meeting attendees.
  - 3. Verbal abuse of other attendees.
  - 4. Conflict of Interest violations.
- b) 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 Planning Council Co-Chairs for resolution. If the concerns/issues are still not resolved, the Council Co-chairs will bring the concerns/issues to the Executive Committee for corrective action, which may include termination.
- c) The Executive Committee shall submit a recommendation to the full Planning Council for any proposed recommendation of termination. A majority vote of the Planning Council shall be required for approval of a recommendation of termination.
- d) For all recommendations for termination the MRM Committee, in coordination with the Planning Council Support Staff, shall forward a letter to the Cuyahoga County Executive recommending the member's removal from the Planning Council. A copy of the letter is also sent to the member and he/she is immediately suspended from meeting participation and voting pending the action of the County Executive. If the County Executive supports the recommendation for removal for cause, a letter

notifying the member of his/her removal from the Planning Council shall be sent by the County Executive's Office and copied to the MRM Committee.

## **Section 4.7 Code of Conduct**

The Planning Council has adopted and implemented a Code of Conduct for Planning Council Members and interested individuals, including Consumers/PLWHAs who attend and participate in Planning Council meetings and other activities. The **Code of Conduct** is incorporated into these Bylaws and included as **Appendix A**.

## **Section 4.8 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 for Planning Council members and interested community members, including Consumers/PLWHAs who attend and participate in Planning Council meetings and other activities. The **Confidentiality Policy and Pledge** is incorporated into these Bylaws and included as **Appendix B**.

## **Section 4.9 Officers**

### **Section 4.9.1 Planning Council Co-Chairs**

The Cleveland TGA Planning Council shall be led by three (3) Co-Chairs. The Cuyahoga County Executive appoints one (1) Co-Chair and the Mayor of the City of Cleveland appoints one (1) Co-Chair. For the third (3<sup>rd</sup>) Co-Chair, the Planning Council elects a representative from the membership of the Planning Council to represent HIV positive consumers. The Co-Chair representing HIV positive consumers shall be an individual who openly self-identifies as a person living with HIV. The eligibility requirements for the Consumer Co-Chair shall be:

1. A person living with HIV/AIDS (PLWHA).
2. A current Planning Council member who has served as such for at least twelve (12) consecutive months.
3. In good standing related to meeting attendance (i.e. have attended at least seventy-five percent (75%) of Council and assigned committee meetings within the last twelve (12) months)
4. A current resident of the TGA.

The Cuyahoga County Council, in accordance with applicable local laws and Ryan White legislative requirements, may ratify the appointment of

the Planning Council Co-Chairs. The term of office shall be for three (3) years.

Co-Chair terms shall end in rotating years so as to maintain stability and consistency in the leadership roles. In the event that 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 of Cleveland, or election by the PC) that originally appointed the Co-Chair shall put forth a candidate for ratification by County Council to replace the resigning Co-Chair within ninety (90) days of the official notice of resignation. In the event the resigning Co-Chair is the HIV positive Consumer Co-Chair, the Membership, Retention and Marketing Committee, shall be responsible for identifying and vetting a candidate for Executive Committee and Planning Council approval prior to submission of the candidate to the County Executive for appointment.

#### **Section 4.9.2 Planning Council Consumer Co-Chair Selection Process**

During the meeting in which nominations for Consumer Co-Chair are being considered the following process shall occur:

1. The Membership, Retention & Marketing (MRM) Committee shall distribute information about the nominee(s). Nominees have the opportunity to address the Planning Council and then leave the room during Planning Council's decision-making.
2. A motion is entertained to consider the nominations. After the motion is seconded, discussion occurs.
3. Once discussion concludes, members shall be given a blank ballot and instructed to vote via written ballot for the candidate of their choice.
4. Planning Council Support Staff and/or the Contracted Facilitator shall administer the ballots, tally results, and report the results to ensure the integrity of the process.
5. At any time during the Consumer Co-Chair balloting process, the Planning Council may go into Executive Session in compliance with the "Ohio Open Meetings Act (ORC 121.22 (G)(1))" to discuss confidential information.
6. The Membership, Marketing & Retention Committee prepares an official motion to recommend the nominee with the most votes to the County Executive and Mayor of the City of Cleveland for official appointment.

### **Section 4.9.3 Planning Council Co-Chair Responsibilities**

#### **Co-Chairs shall:**

1. Preside at all meetings of the full Planning Council.
2. Appoint any Standing and/or Special Committees.
3. Serve as liaison, or designate a liaison for/to the County Executive, Mayor of Cleveland and the Ryan White Grantee Office.
4. Serve as liaison, or designate a liaison for communication as appropriate with the Ryan White Grantee Office and the Health Resources Services 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 Ryan White Parts (B, C, D, others), local and statewide HIV/AIDS planning groups, and state and local health and human services departments.
6. 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.
7. Appoint Committee Co-Chairs.
8. Keep, or cause to be kept, the minutes of all meetings of the Planning Council consistent with Ryan White legislative requirements.
9. Give, or cause to be given, all notices of meetings of the Planning Council consistent with Planning Council Bylaws.
10. Call, or cause to be called, Special Meetings of the Planning Council consistent with Planning Council Bylaws.
11. Perform all other duties necessary or incidental to the position.
12. Ensure that one Planning Council Co-Chair attends each standing committee meeting.
13. Serve as Co-Chair of a standing committee in the absence of both standing committee co-chairs.

### **Section 4.9.4 Planning Council Co-Chair Removal**

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

### **Section 4.10 Standing Committee Co-Chairs**

Each Planning Council Standing Committee shall have two (2) Committee Co-Chairs appointed by the PC Co-Chairs. This Council shall make all

attempts to secure at least one (1) Committee Co-Chair who is HIV positive to ensure adequate representation of PLWHA in Council leadership positions. Terms of Standing Committee Co-Chairs shall be for three (3) years, in accordance with Bylaws Articles IV, Section 4.4(a)(b).

#### **Section 4.10.1 Standing Committee Co-Chairs Eligibility**

Eligibility is limited to committee members. 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. The Committee Co-Chairs shall be responsible for the work products of their committee; establishing and managing any task forces and/or working groups of their standing committee, and shall perform all other duties necessary to the position.

#### **Section 4.10.2 Standing Committee Co-Chair Responsibilities**

##### **Standing Committee Co-Chairs shall:**

1. Develop the committee's Annual Work Plan.
2. Monitor and report during Executive Committee his/her committee's progress toward accomplishing the committee's goals and objectives.
3. Develop, or cause to be developed, Standing Committee Meeting Agenda.
4. Preside over and facilitate all meetings of their Committee.
5. Keep, or cause to be kept, minutes of all Committee meetings.
6. Keep, or cause to be kept, attendance at all Committee meetings for Committee records.
7. Review all Committee meeting minutes for approval prior to distribution.
8. Give, or cause to be given, all notices of Committee meetings (consistent with requirements as outlined in the Bylaws).
9. Coordinate with MRM Committee to assist in managing the attendance of members serving on his/her standing committee.
10. 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.
11. Attend Executive Committee and Standing Committee meetings in accordance with Bylaw requirements as outlined in Section 4.6(b).
12. Perform all other duties necessary or incidental to the position.

### **Section 4.10.3 Standing Committee Co-Chair Removal**

Any Standing Committee Co-Chair who fails to perform his/her duties as stated in Section 4.9(c) is subject to removal by the Executive Committee.

If a Standing 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 Co-Chairs for investigation and resolution. Finally, if the issue/concern is still not resolved, the Planning Council Co-Chairs shall bring the issues/concerns to the full Executive Committee for resolution.

If the Executive Committee concludes that concerns justify the Standing 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 Standing Committee Co-Chair.

## **Article V – MEETINGS**

### **Section 5.1 Regular Meetings**

- A. Open Meetings:** All meetings of the Planning Council shall be open to the public for the purpose of observing Planning Council 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 Ohio's Open Meetings Act (ORC 121.22) and in accordance with Ryan White Care Act federal regulations. The most recent edition of Robert's Rules of Order, as amended from time to time, shall govern the meetings of the Planning Council.
- B. Meeting Frequency:** The Planning Council shall meet monthly on a day and at such time as determined in the discretion of the Planning Council, except in December when the Planning Council will be on recess. The July monthly meeting shall be an annual meeting for the purpose of conducting Priority Setting and Resource Allocations (PSRA). The regular meeting schedule shall be established by the Planning Council Co-Chairs, in consultation with the Executive Committee, and can be amended at any time by the Co-Chairs by giving the necessary advance notice.

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

**D. Quorum:** A quorum must be present at any regular or special meeting 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). In computing a quorum, vacant seats 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.

**E. Order of Business:** The business agenda of any official meeting of the full Planning Council shall include the following topics:

1. Call to Order
2. Moment of Silence
3. Introductions [*Name, Jurisdiction of Residence, Membership Category, Committee of Record, and Affiliation with any Part A funded Provider, (if any)*].
4. Review & Approval of Meeting Agenda
5. Review and Approval of Prior Month's Meeting Minutes
6. Public Comment Opportunity (agenda items only)
7. Grantee Report
8. Education/Training
9. Planning Council Business
10. Committee Reports
11. Other Business
12. Announcements and Public Comment
13. Planning Council Feedback
14. Adjournment

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.

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

**F. 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.

**G. 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.

**H. Minutes:** The Planning Council Co-Chairs shall cause the production of Planning Council meeting minutes. The Planning Council Support Staff shall prepare draft minutes of all official Council meetings within seven (7) business days following the meeting and distribute the draft minutes to the Council Co-Chairs and Subcommittee Co-Chairs for their respective committee. Co-Chairs shall review the draft minutes and acknowledge receipt and approval if there are no changes, or return any modifications within three (3) business days of receipt. During the following month's meeting, the respective committees shall vote to ratify the prior month's minutes along with any corrections proposed. Once approved, ratified meeting minutes shall be posted to the Planning Council's website ([www.ccbh.net/ryan-white](http://www.ccbh.net/ryan-white)) by the third (3<sup>rd</sup>) business day following the month in which the meeting was held.

In accordance with legislative requirements and HRSA expectations, 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 HIPAA, medical or other personal matters that should not be disclosed.

**H. Voting:** At official meetings of the Council and the Standing Committees (except the Executive Committee), each appointed Planning Council member is entitled to one (1) vote on any question before the Planning Council. Voting shall take place by voice vote, or by show of hands of the members present. Alternatively, any vote may be taken orally with the Council member raising his/her appropriate placard and count off in succession until conclusion. A quorum shall be present in order to conduct official Council business. Proxy votes **shall not** be permitted. 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 Council's Consumer Co-Chair position. In determining the outcome of a vote, members abstaining will be counted as "not voting." The same will hold true for any member absent from the room 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 5.2 Special Meetings**

Special or Emergency Meetings of the full Planning Council may be held on the call of the Planning Council Co-Chairs, or set by the Co-Chairs after written request of any of the four (4) 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](http://www.ccbh.net/ryan-white)). The notice of special meeting must state the specific subject matter of the meeting and comply with Ohio's Open Meetings Act and Ryan White federal regulations.

## **Section 5.3 Executive Session**

During any duly-called meeting, a motion to adjourn to Executive Session may be made by a Planning Council Co-Chair or by two-thirds (2/3) of the Planning Council members present and voting. Issues and topics that warrant adjournment to 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 consultant). There shall be no official record and no votes taken in Executive Session.

## **Article VI – COMMITTEES**

### **Section 6.1 General**

1. **Standing Committees:** Standing Committees may be established or eliminated by the Planning Council through Bylaws amendment. An existing Standing Committee may be made inactive by majority vote of the Planning Council. Standing Committees will meet regularly and report on their progress at each regular meeting of the Planning Council. Standing Committees may be composed of both Planning Council Members and non-Planning Council members; however, the Co-Chairs and not less than a majority of the Committee(s) members must also be members of the Planning Council. It is mandatory that each member of the Council serve on at least one (1) Standing Committee.

The Standing Committees of the Council shall be the Community Liaison Committee (CLC); Strategy and Finance (S&F); Membership, Retention & Marketing (MRM); and Quality Improvement (QI).

2. **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, or a Co-Chair with the approval of the full Planning Council, may establish such entities as necessary.
3. **Subcommittees and task forces of Standing Committees:** The Co-Chairs of each Standing Committee may appoint time-limited subcommittees or task forces as necessary to carry out the work of the Standing Committee. Establishment of a subcommittee or task force that is expected to last more than one (1) year requires approval by the full Planning Council.
4. **Decision-Making:** Any action, proposal, or decision made by a Standing Committee shall be submitted for discussion, modification, and/or ratification to the Executive Committee and, in turn, to the full

Planning Council at the next meeting following such Standing Committee action, proposal, or decision.

5. **Expected participation:** Every Planning Council member is expected to participate actively on at least one (1) Standing Committee, with attendance requirements as stated in *Article IV, Membership, Section 4.6*.
6. **Membership:** The majority of the members of Standing Committees, with the exception of the Community Liaison Committee, must be Planning Council members. The Committee that deals with Planning Council membership and governance issues (MRM) may include only Planning Council members as voting committee members.
7. **Leadership:** Two (2) Co-Chairs shall govern each Standing Committee other than the Executive Committee. The Co-Chairs must be Planning Council members and will serve on the Executive Committee as provided in Section 6.2.1. Co-Chairs are appointed by the Planning Council Co-Chairs.
8. **Voting Rights:** When Standing Committees allow non-Planning Council members to serve on their committees, these individuals shall have the same attendance requirements, member expectations, and voting rights in Standing Committees as appointed Planning Council members; however, **ONLY** Planning Council members appointed by the Cuyahoga County Executive shall have voting privileges at MRM and full Planning Council meetings.
9. **Contracted Facilitator & Support Staff:** The Planning Council Contracted Facilitator & Support Staff shall provide technical assistance and advice to the Standing Committees and help ensure ongoing Grantee participation in committee meetings so that committees have the information, expertise, and resources to carry out their legislative responsibilities. The Planning Council Support Staff shall provide meeting coordination and support to the committees.

## Section 6.2 Executive Committee

1. **Membership:** The Executive Committee shall be comprised of the Planning Council Co-Chairs and the Co-Chairs of each of the Standing Committees. The make-up of the Executive Committee shall include four (4) PLWH/A. If the four PLWH/A are not reflected in the Standing Committee chairs, 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 Ryan White Part A Project Director and

Program Supervisor are non-voting *ex officio* members of the Executive Committee.

2. **Duties:** The Executive Committee shall coordinate the work of the Planning Council, ensuring that all legislative responsibilities are being met. The responsibilities 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 PC meeting.
  - c. Providing leadership and oversight of the Planning Council consolidated work plan on a monthly basis and ensuring completion of all Planning Council work products.
  - d. Reviewing all Standing Committee work products before they go to the full Planning Council for approval and requesting revisions or additional work as needed.
  - e. Problem solving and integrating work plans across Committees.
  - f. Serving as a conduit for information sharing.
  - g. Ensuring the integrity of the PSRA process.
  - h. Managing the overall operations of the Planning Council.
  - i. Removing Co-Chairs of Standing & Special Committees (as recommended in accordance with Planning Council Co-chairs)
  - j. Reviewing and making decisions on filed grievances.

The Executive Committee shall reserve the right to go into Executive Session to discuss sensitive or confidential information in accordance with Section 5.3 of these Bylaws.

### **Section 6.3 Other Standing & Management Committees**

1. The Planning Council shall have three (3) Standing Committees, one (1) Governance Committee and an Executive Committee:
  - a. *Three (3) Standing Committees:* Community Liaison Committee; Strategy & Finance and Quality Improvement.
  - b. *One (1) Governance Committee:* Membership, Retention and Marketing.
2. The Standing and Governance Committees shall meet regularly and shall report their work and recommendations first to the Executive Committee and, following approval Executive Committee approval, to the full Planning Council.

## Section 6.4 Responsibilities and Membership of Standing Committees

### Section 6.4.1 Consumer Liaison Committee (CLC)

1. **Membership:** Committee members shall be individuals living with or affected by HIV and AIDS. The membership size shall be unlimited and may include non-Planning Council members. The Committee may choose to have open membership to encourage greater consumer participation.
2. **Duties:** The Community Liaison Committee (CLC) leads and coordinates links between the Planning Council and the PLWH/A community, especially consumers of Ryan White services. The CLC also seeks 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 to increase the health outcomes of PLWH/A.

CLC members shall sponsor Community Forums across the TGA and provide assistance and review in the creation of collateral pieces (public relations materials) for release in the community (including English/Spanish versions).

### Section 6.4.2 Strategy & Finance (S&F)

1. **Membership:** Because of its responsibility for overseeing the Priority Setting and Resource Allocation (PSRA) process, the majority of members of the S&F committee must be appointed Planning Council members. A majority of members shall be individuals who do not represent Part A-funded providers.
2. **Duties:** Members shall be responsible for monitoring Part A expenditures and service utilization by service category and overseeing the PSRA process. Additional responsibilities:
  - a. Create and publish annually by March a PSRA work plan and schedule of activities with timelines to successfully carry-out PSRA, including:
    - i. Making sure there is a written process for conducting PSRA and ensuring the Planning Council follows the process annually.
    - ii. Leading the development of the annual data request to the Grantee in preparation for PSRA.
    - iii. Developing and regularly reviewing policies and procedures that guide PSRA activities and the final decision-making by the Planning Council.

- iv.** Leading the effort to develop directives to the Grantee on how best to meet service priorities.
- b.** Establish procedures for reallocations across service categories during the program year and work closely with the Grantee to develop recommended reallocations for Planning Council action.
- c.** In collaboration with the Quality Improvement Committee, use data gathered through the needs assessment process to inform the allocation and re-allocation of funds to service categories.
- d.** Participate in the annual needs assessment in coordination with the Quality Improvement Committee to determine health care needs of people living with HIV/AIDS in the TGA.
- e.** Lead the annual Assessment the Efficiency of the Administrative Mechanism (AEAM).

### **Section 6.4.3 Quality Improvement (QI)**

- 1. Membership:** The Committee shall consist of cross-functional representation of clinical and support service professionals, representatives from the Part A Grantee's office, other Ryan White "parts" (e.g. B, C, D, and/or F), social workers, program administrators and consumers.
- 2. Duties:** The Committee ensures that services funded by Part A meet or exceed established HIV clinical standards and Public Health Guidelines. Additional responsibilities:
  - a.** Provide leadership and support for development of an annual Needs Assessment.
  - b.** Serve as Planning Council's liaison in the creation of and any revisions or amendments to the Integrated Comprehensive HIV Prevention and Care Plan.
  - c.** Provide input into the development and updating of Standards of Care in coordination with the Grantee's office.
  - d.** Provide input and monitor the quality management plan.
  - e.** Provide input and direction on quality management activities.
  - f.** Represent the Planning Council on the Part A Clinical Quality Committee.
  - g.** Host round-table discussions to examine the effectiveness of the continuum of care.
  - h.** Recommend performance measures and identify indicators to assess and improve performance.
  - i.** Support provider-related capacity building efforts.
  - j.** Ensure the development of an ongoing effort to identify and evaluate unmet services needs which are eligible for funding through the Part A Program.

The QI Committee meets monthly, or as often as needed, to fulfill Committee responsibilities. Grantee reports related to quality management initiatives will be provided to the QI committee.

## **Section 6.5 Responsibilities of the Governance Committee**

### **Section 6.5.1 – Membership, Retention and Marketing (MRM)**

The Membership, Retention and Marketing (MRM) Committee is the Planning Council's Governance Committee, responsible for developing policies and procedures for Planning Council operations and for maintaining Planning Council membership in accordance with legislative requirements.

- 1. Membership:** Because of the nature of the Committee's work related to member recruitment, including candidate interviews and nominations, all MRM members must be Planning Council members. The Committee shall involve other Planning Council members to serve on interview panels to conduct interviews of potential candidates interested in serving on the Planning Council.
- 2. Duties:** MRM shall be responsible for developing and implementing an open nominations process (which may also be referred to as the membership application process), in accordance with legislative requirements, for Planning Council membership recruitment, review of applications, interviews of applicants, and recommendation of nominees for Planning Council service. Additional responsibilities:
  - a.** Develop and implement an "Open Nominations Process," to maintain Planning Council reflectiveness in accordance with HRSA guidelines and Planning Council legislative requirements, including a semi-annual assessment of Planning Council's reflectiveness.
  - b.** Develop membership recruitment strategies to maintain membership reflectiveness, including targeted outreach in accordance with the HIV prevalence in the Cleveland TGA in compliance with Planning Council legislative requirements.
  - c.** Develop, implement and enforce an effective attendance policy to govern Planning Council member attendance.
  - d.** Provide leadership for development and implementation of ongoing training to enhance Planning Council capacity to achieve its legislative responsibilities, including the establishment and implementation of training for the following:
    - i.** An annual Planning Council training program, to include "New Member Orientation" and/or refresher training for existing members.

- ii. Understanding and using data for decision-making.
- iii. Creating and monitoring implementation of Service Directives.
- iv. Needs Assessments
- e. Oversee evaluation and compliance with Planning Council training requirements.
- f. Develop program initiatives to strengthen new member capacity and understanding of Ryan White legislative responsibilities.
- g. Update and maintain the accuracy of the Planning Council Bylaws, including supporting Appendices, and Operating Procedures as further guidance for enforcing Planning Council operations, including, for example, procedures for compliance with conflict of interest or enforcement of code of conduct policies, etc.

## **Article VII – 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 discussion 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 incorporated into these Bylaws in included as **Appendix C**.

## **Article VIII – OFFICAL COMMUNICATIONS & REPRESENTATION**

- A.** The spokespersons for the Planning Council are the Co-Chairs of the full Planning Council. They are authorized to speak on behalf of the Council with regard to 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 IX – 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. 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 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 X – AMENDMENTS**

The MRM Committee is responsible for developing, reviewing, and making any needed amendments to the Bylaws. Revised Bylaws do not go into effect until they have had a legal sufficiency review by the legal representative of the Cuyahoga County Executive or his/her designee. Bylaws must also be submitted to the HRSA/HAB Project Officer for review, to ensure that they meet Ryan White legislative requirements and HRSA/HAB policies. The following process shall be used in Bylaws review and revision.

### **A. Step 1: Submission to the Planning Council's Governance Committee**

Proposed amendments to the Bylaws shall be initiated by the MRM committee as part of a governance review, drafted by the Committee at the direction of the Planning Council or Executive Committee, or submitted in writing to the MRM committee by a Planning Council member. The MRM committee shall review the proposed amendment(s). Bylaws amendments shall be recommended by the MRM Committee for further consideration only if they are supported by majority vote of the Executive Committee at a meeting at which a quorum is present.

### **B. Step 2: 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.

### **C. Step 3: 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 XI – 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 and incorporated into these Bylaws and included as **Appendix E**.

## **Article XII – 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.

# APPENDICES

# CUYAHOGA REGIONAL HIV HEALTH SERVICES RYAN WHITE PLANNING COUNCIL

## **BYLAWS**

### **APPENDIX A: Code of Conduct**

## CUYAHOGA REGIONAL HIV HEALTH SERVICES PLANNING COUNCIL

# Code of Conduct

**Purpose:** *The Cuyahoga Regional HIV Health Services Planning Council has created this Code of Conduct in order to ensure Council members, individually and collectively, adhere to the highest possible ethical standards.*

1. Every Council member will treat every other Council member, support staff, Grantee staff, and members of the public with courtesy and professionalism. Each Council member is reminded to respect and recognize the legitimate right of all Council members to be part of any discussions and decision-making processes. This means that all Council members and guests, at any given meeting, will have the opportunity to speak and be listened to without interruptions, in accordance with “Roberts Rules of Order.”
2. Every Council member will be truthful and honest.
3. Every Council member will honor his/her time and meeting attendance commitments and be prepared for all Council work.
4. A Council member who is a current or potential Part A provider, or otherwise has a conflict of interest, shall identify himself/herself as such when participating in Council discussions and decision making processes relevant to his/her service category.

5. Personal attacks on anyone will not be tolerated. Disagreements will focus on issues, not upon individuals.
6. While recognizing the individual's right to dissent, once decisions are made every Council member will abide by the decision regardless of her/his personal position.
7. Recognizing that within the confines of the Ohio Open Meetings Act all information presented at a Council or Committee meeting is part of the public record, Council members shall exercise discretion when discussing confidential or sensitive information, most notably an individual's HIV status.
8. Every Council member will honor his/her responsibility to present and consider the concerns of specific communities or populations, but shall also consider the overall needs of people living with HIV disease and balance the interests of both in discussion and decision making.
9. Every Council member should make every reasonable effort to speak positively about the Council in public. The Council will strive to address problems internally.
10. Any Council member who feels s/he cannot support the mission, goals, strategies, programs, and/or policies of the Council as agreed upon by the membership should consider resignation.
11. Every Council member will take responsibility not only for abiding by these rules of conduct personally, but also for speaking out to assure that all members abide by them.
12. Only the Planning Council Co-Chairs are authorized to speak, publish materials, provide endorsements on behalf of, or represent the views and articulate the positions or actions taken by the Planning Council. Council members are not authorized to speak on behalf of the Planning Council as a whole but may only speak publicly about their own respective positions. As

a result, each Planning Council member when taking any of these actions must clearly state that they are speaking strictly on behalf of themselves or expressing their own personal opinion and not that of the Planning Council.

13. Every Council member will participate and allow the participation of every other Council member and guest without discrimination with respect to race, gender, religious belief, color, national origin, ancestry, age, physical or mental disability status, sexual orientation or gender identity .
14. No Council member shall use alcohol or illegal drugs, or be under the influence of such, at any Council meeting.
15. Violation of this Code of Conduct may lead to corrective action up to and including removal from Council membership.

# CUYAHOGA REGIONAL HIV/AIDS HEALTH SERVICES PLANNING COUNCIL

## CODE OF CONDUCT AFFIRMATION & PLEDGE

### **Purpose and Scope**

This Code of Conduct describes the behavior expected of all Planning Council members and other official meeting participants at all meetings and activities associated with the work of the Planning Council.

The Code of Conduct is designed to ensure appropriate behavior at Planning Council and committee meetings as well as other events conducted by the Planning Council. Provisions of the Code of Conduct are designed to ensure that the Council can be productive, open to community input, and respectful of its members and visitors. The Code helps to create a positive environment, and to protect all members and public participants from inappropriate and disruptive behavior.

### **Applicability**

The Code of Conduct applies to Planning Council members and participants at official Planning Council meetings and events.

### **Understanding and Acceptance**

By signing this Code of Conduct Pledge, I acknowledge receiving a copy of the full Code of Conduct and being afforded the opportunity to discuss it with the Planning Council Co-Chair(s) or members of the Executive Committee. I affirm that I understand the statement and the reasons for it.

### **Enforcement**

I realize that violation of any provision of this agreement may result in disciplinary measure/s up to and including removal from the Planning Council being taken against me.

Any perceived violation of the Code of Conduct is to be addressed by the full Planning Council Co-Chair(s), and/or Executive Committee as prescribed in the Code of Conduct Policy and Procedures. Any issue not resolved by those means is to be addressed and resolved using the Planning Council's Grievance Policy and Procedures

### **Pledge**

By signing below, I agree to abide by the expectations set forth in the Code of Conduct for the Cuyahoga Regional HIV/AIDS Health Services Planning Council.

\_\_\_\_\_  
**Print Name**

\_\_\_\_\_  
**Signature**

\_\_\_\_\_  
**Date**

Member of: \_\_\_\_ Planning Council

\_\_\_\_ Guest participant: \_\_\_\_\_

# CUYAHOGA REGIONAL HIV HEALTH SERVICES RYAN WHITE PLANNING COUNCIL

## **BYLAWS**

### **APPENDIX B: Confidentiality Pledge**

# Cuyahoga Regional HIV/AIDS Health Services Planning Council

## MEMBER CONFIDENTIALITY POLICY & PLEDGE

I, the undersigned member of the Cuyahoga Regional HIV/AIDS Health Services Planning Council, hereby affirm that my position as a Planning Council member brings with it an ethical responsibility for keeping certain information confidential. This applies to information contained in documents or records, or discussed during interviews, needs assessments, meetings or other situations that may arise as the Council carries out its mandated responsibilities.

I affirm that it is up to the individual to decide whether and when to publicly disclose his/her HIV status, medical status, co-morbidities, and other personal information. I will maintain the confidentiality of such information with regard to Planning Council members; applicants for membership in the Council or any of its sub-groups; and clients/consumers who participate in Planning Council-related activities and others involved with the work of the Planning Council.

This includes holding in confidence the personal experiences or concerns and other sensitive information shared by any members of the Planning Council or its subcommittees, working groups, ad hoc committees or otherwise obtained because of my Planning Council membership. I will help to ensure that in minutes or reports posted on the Council's website, personal information shared in a committee, working group, or Planning Council meeting - with special emphasis on information shared at Community Liaison Committee meetings – is referenced generally rather than identified with a particular individual.

By signing this Confidentiality Policy and Pledge, I acknowledge receiving a copy of this statement and having the opportunity to discuss it with a Planning Council Co-chair(s) or the Planning Council Support Staff member. I affirm that I understand the statement and the reasons for it.

I realize that violation of any condition of this agreement may result in disciplinary procedure/s against me, up to and including removal from the Planning Council. Any perceived violation of the Planning Council's Confidentiality Policy is to be address and resolved using the Planning Council's Grievance Policy and Procedures.

By signing below, I agree to the conditions set forth in this Confidentiality Policy and Pledge

---

Print Name

---

Signature

---

Date

# CUYAHOGA REGIONAL HIV HEALTH SERVICES RYAN WHITE PLANNING COUNCIL

## **BYLAWS**

### **APPENDIX C: Conflict of Interest Policy & Pledge**

# Cuyahoga Regional HIV Health Services Planning Council

## CONFLICT OF INTEREST POLICY & PROCEDURES

*"The Planning Council is bound by the Legislative requirements of Ryan White HIV/AIDS Treatment Extension Act of 2009 ("CARE Act") Part A which expressly prohibits Planning Council participation in the selection of specific entities to receive Part A funding, or in the management of provider contracts"*

**Conflict of Interest** is defined by the Planning Council Bylaws as *"an interest by a planning council member in an action that may result in personal, organizational, or professional gain."* The conflict of interest may be actual or perceived. A member will be deemed conflicted if they would be conflicted by plans to seek Ryan White Part A or MAI funding in that service category in the twelve (12) months subsequent to the vote in question. Therefore, any council member who is affiliated with or who has a family member affiliated with an agency receiving or competing for Part A funds in a specific service category may not participate in decisions involving that service category. The affiliated member may not initiate discussion, introduce a motion or vote on the setting of service priorities, allocation of resources, or development of directives related to that service category.

- **"Affiliated"** is defined as being an employee, paid consultant, contractor, officer or board member, or a volunteer (twenty (20) or more hours per week) for an agency receiving or competing for Part A funds in a specific service category.
- **"Family member"** is defined as spouse, partner, mother, father, child, or sibling. Being a client of a provider is not considered a conflict of interest.

**Management of Conflict of Interest:** The Planning Council manages conflict of interest by requiring members to abide by the conflict of interest standards described in the Bylaws and to the guidelines for the management of conflict of interest described below.

1. Each Planning Council member must file a new or updated Conflict of Interest Disclosure Form by March 1<sup>st</sup> of each year. Those with no conflict of interest must prepare a form with the notation "NONE," sign, date and submit said form. Planning Council members will be able to submit the required form at the February Planning Council meeting immediately before the March 1<sup>st</sup> deadline. Members absent from that meeting will be responsible for completing and filing a form on or before the deadline.
2. Forms are to be submitted to the Planning Council support staff. The support staff will ensure that copies of the member's declaration(s) are retained in the member's file.
3. If the member's affiliation changes, the member must submit a revised declaration form within thirty (30) days of the effective date of the change.

4. Conflict of Interest is to be addressed at new member orientation and as part of any ongoing member training. New members are to complete, sign and submit a Conflict of Interest Disclosure Form during their orientation session.
5. At the beginning of each meeting of the Planning Council, the Co-Chair presiding shall direct each member to (1) state his/her name; (2) identify his/her Planning Council membership category and position, if any; (3) and state whether he/she does or does not have a conflict of interest.
6. Any affiliated member with a potential conflict of interest must verbally disclose such at the beginning of any affected discussion.
7. Upon disclosure of his/her affiliation and conflict of interest(s), the Planning Council member may engage in discussion of issues pertinent to the types of services provided by his/her agency but must comply with the limitation imposed and specified below.
8. An affiliated Planning Council member may not make or second a motion on issues directly related to services provided by the agency with which he/she is affiliated.
9. An affiliated Planning Council member may not vote on issues directly related to services provided by the agency with which he/she is affiliated.
10. During priority setting, resource allocation, directive formulation, or reallocation of funds, an affiliated Planning Council member may not initiate discussion about service category(ies) in which they have a conflict of interest.
11. During priority setting or resource allocation, an affiliated Planning Council member may vote on a slate of priorities or allocations that includes multiple service categories even if they have a conflict of interest with one or more, but not all, of the grouped categories.
12. The obligations of Planning Council members under the Conflict of Interest Policy shall extend to any discussions with other Planning Council Members regardless of location.
13. Any perceived violation of the Planning Council's Conflict of Interest Policy and Procedures shall be documented in meeting minutes and is to be addressed in the following manner:
  - a. For an appointed Planning Council Member's **1<sup>st</sup> violation** of the Conflict of Interest Policy, the Planning Council member shall be notified of the violation in writing with a copy of the notice forwarded to the Cuyahoga County Executive. The issue shall be resolved using the Planning Council's Grievance Policy and Procedures.
  - b. For an appointed Planning Council Member's **2<sup>nd</sup> violation** of the Conflict of Interest Policy, the Planning Council member shall be notified of the violation in writing and shall be recommended to the Cuyahoga County

Executive for suspension from the Planning Council for a period not to exceed six (6) months.

- c. For an appointed Planning Council Member's **3<sup>rd</sup> violation** of the Conflict of Interest Policy, the Planning Council member shall be notified of the violation in writing and shall be recommended to the Cuyahoga County Executive for termination and permanently prohibited from further Planning Council participation.
- d. For a guest/non-appointed participant attending a Planning Council meeting that violates the Planning Council's Conflict of Interest Policy, the guest shall immediately be reminded of the Conflict of Interest Policy and shall be asked to refrain from further violation. If the guest fails to comply, the incident shall be documented in the meeting minutes and the guest shall be directed to leave the meeting.

### **Acknowledgement of Receipt of Ohio Ethics Law and Financial Disclosure Form**

Pursuant to ORC 102.09(D), within fifteen (15) days after any Public Official or Planning Council member begins the performance of official duties with the agency for which the Public Official or Employee serves, Planning Council shall furnish the official or employee a copy of Chapter 102 and Section 2921.42 of the Ohio Revised Code, and may furnish such other materials as the appropriate ethics commission prepares for distribution. The Public Official or Employee shall acknowledge their receipt of these materials in writing. The requirements of this division do not apply at the time of reappointment or reelection.

# CUYAHOGA REGIONAL HIV HEALTH SERVICES RYAN WHITE PLANNING COUNCIL

## **BYLAWS**

### **APPENDIX D: Open Nominations Process**

# **CUYHOGA REGIONAL HIV HEALTH SERVICES RYAN WHITE PLANNING COUNCIL**

## **OPEN NOMINATION PROCESS For Planning Council Membership**

### **I. Legislative Background**

The Cuyahoga Regional HIV Health Services Ryan White Planning Council was created by and functions 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).

### **II. Process Overview**

The Cuyahoga County Executive is responsible for the appointment of Planning Council members from a slate of nominees forwarded by the Planning Council. This slate of nominees shall come from an open nomination (application) and interview process that shall be conducted annually beginning in January and ending with a vote on the slate of potential candidates during the full Planning Council's May meeting. Only those candidates that have been vetted through the open process will be considered for Planning Council membership. Nominations for membership are to come from a wide spectrum of candidates.

### **III. Role of Membership, Retention and Marketing Committee**

The Membership, Retention and Marketing (MRM) Committee is a standing committee of the Cuyahoga Regional HIV Health Services Ryan White Planning Council. The Committee shall work collaboratively with the Cuyahoga County Executive through the Cuyahoga County Board of Health and City of Cleveland Department of Public Health. The MRM Committee is responsible for being impartial and acting in a timely manner as it recommends new candidates during the open nomination (application) and interview process and whenever vacancies may occur in the interim period. The Committee shall publicize the Open Nomination Process, recruit applicants, interview prospective members, and make recommendations for appointment. In so doing, the Committee through its Membership Interview and Review Panel shall ensure that Planning Council membership is representative of the local epidemic, that at least 33% of Council members are unaffiliated People Living with HIV/AIDS (PLWHA's), and that Council membership fulfills the mandated membership categories as defined by Ryan White Legislation and HRSA guidelines.

#### **IV. Criteria for Planning Council Membership**

The Planning Council will comply with the Ryan White HIV/AIDS Treatment Extension Act of 2009 as amended. A member may fill only one legislatively mandated category with three exceptions to the rule as outlined in the Ryan White Part A Manual. (1) One person can represent the substance abuse and mental health provider categories if the agency provides both types of services, and the person is familiar with both programs; (2) A person represents an agency that receives grants from and knows the operations of some combination of the specific funding streams identified in the Category ("Grantee under other Federal HIV Programs") below (e.g., a provider that receives both HOPWA and SPNS funding); (3) A representative of state government may hold both the Part B and State Medicaid categories if their specific division administers both Part B and Medicaid and that person is familiar with the daily operations of both entities.

At a minimum, the legislatively mandated Planning Council membership shall include representation of the following groups, as specified in the Ryan White legislation:

- a. Health care providers (including federally qualified health centers);
- b. Community-Based Organizations serving affected populations and AIDS service organizations;
- c. Social service providers, including providers of housing and homeless services;
- d. Mental health and substance abuse providers;
- e. Local public health agencies;
- f. Hospital planning agencies or health care planning agencies;
- g. 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;
- h. Non-elected community leaders (especially representatives from communities or populations most impacted by HIV/AIDS, based on social and geographic distribution);
- i. 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;
- j. Part C grantees;
- k. Part D grantees or organizations with a history of serving children, youth, women, and families living with HIV and operating in the area;
- l. Grantees under other Federal HIV programs, including but not limited to providers of HIV prevention services. This category shall also include, at a minimum, a representative from each of the following if present in the TGA:
  - 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.

- m. 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.

The Ryan White HIV/AIDS Treatment Extension Act of 2009 mandates no less than one-third or (33%) of the members must be unaffiliated PWA/PLWH “receiving or eligible for Part A fundable services and/or the parents and caregivers of minor children who are receiving or eligible to receive such services.” As specified in the 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.

To qualify as an Unaffiliated PWA/PLWH, one must live in the TGA and, (1) not be employed by a Part A funded agency; (2) not serve on the board of a Part A funded agency; (3) not volunteer more than twenty (20) hours a week for a Part A funded agency; (4) not have a family member who fits into the preceding categories. A “family member” is defined as spouse, domestic partner, grandparent, mother, father, child, or sibling. A consumer who lives in the TGA, is a client of or who volunteers for less than twenty (20) hours a week with a Part A funded provider is considered unaffiliated. Any consumer who, within the last two years, (1) has been an employee, paid consultant, contractor, officer or board member of; (2) has been paid for work (including but not limited to building renovation) by; or (3) has been promised work or a contract with a Part A provider shall be considered affiliated. Planning Council Conflict of Interest Policies impose strict requirements on those members who are affiliated with any Part A funded provider.

To qualify for Planning Council serving as the representative of a nonprofit organization or a local public agency, an individual 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.

The Planning Council will attempt to obtain representation from each of the counties in the TGA proportionate to the number of living HIV/AIDS cases, as included in the annual Part A program application and work to ensure that, to the extent possible, unaffiliated consumer membership is reflective of the gender, age, sexual orientation, racial & ethnic demographic of the infected populations within the TGA.

## **V. Solicitation of Applications**

Cuyahoga Regional HIV Health Services Ryan White Planning Council membership is open to all persons interested in or affected by HIV/AIDS in the TGA. The Planning Council accepts applications on an ongoing basis and individuals submitting an application outside the scheduled Open Nomination’s process will be notified within five (5) business days of receipt of their application and advised of the application procedures. However, the official Cleveland TGA Open Nomination period shall occur annually, from January through May. When the official Open Nomination Process

begins, persons having submitted applications shall be contacted to confirm their continued interest and inform them about the process ahead.

The Open Nomination Process will inform and solicit applications from all interested stakeholders comprising the HIV-AIDS community including, but not be limited to, PWA/PLWH, minority citizens, under-served and under-represented populations, service providers, government agencies, community organizations, faith-based communities, and residents of the various counties within the TGA. The MRM committee shall conduct an annual assessment of the current membership profile and compare it against the profile of the HIV population in the TGA. Following the assessment, MRM will engage in targeted outreach to secure applications from individuals who qualify for the specific membership categories that need to be filled during a given nomination period.

The MRM Committee will develop an outreach/recruitment plan designed to maximize awareness of and interest in the Planning Council during the Open Nomination Process. The Planning Council and the Cuyahoga County Board of Health (Grantee) will support the plan's implementation.

The Planning Council shall begin the Open Nomination Process not later than six months prior to expiration of appointed terms of members. When specific vacancies occur, only applications from individuals who qualify for the federally mandated membership category that is vacant will be recommended for consideration.

## **VI. Application Form and Packet**

The Planning Council application includes (1). factual questions designed to secure information used in complying with legally mandated requirements for representative and reflective membership; and (2) open-ended questions used to capture information about an applicant's experience and background, including his/her knowledge of HIV/AIDS, Ryan White legislation and guidelines, as well as her/his professional and personal skills that may be an asset to the Planning Council.

Individuals interested in applying for Planning Council membership and attending at least two (2) Planning Council or Standing Committee meetings will receive a packet containing:

- a. Application form.
- b. A brochure describing the work of the Planning Council
- c. Planning Council meetings schedule
- d. Planning Council Member Attendance Requirement & Pledge
- e. List of federally mandated membership categories;
- f. Open Nomination Process overview document; and
- g. A contact person including email address, telephone number and fax number to obtain clarification and further information.

A Planning Council Application form can be obtained via the Planning Council website ([www.ccbh.net/ryan-white](http://www.ccbh.net/ryan-white)), mail, e-mail or pick-up from the Planning Council Support Staff at the Cuyahoga County Board of Health (CCBH) office.

## **VII. Reappointment of Current Members**

Current Planning Council members seeking reappointment will be asked to supplement their new application by addressing the following questions (1) describe their specific contributions to the Planning Council during their present term as well as to (2) outline contributions they hope to make if reappointed and (3) to suggest goals for the Planning Council to pursue in the future, that they will actively work to achieve.

Members seeking reappointment must submit their applications on or before the deadline for reappointment specified and announced by the MRM Committee. The Reappointment Application deadline will be before the beginning of the New Member Application recruitment to enable the Membership Committee in seeking out candidates, to fill all federally mandated membership categories.

The Planning Council Staff Support in coordination with the MRM Committee will present a report showing the attendance of each member during the present appointment term. The report will show attendance at (1) Planning Council Meetings; (2) Standing Committee of Record for each member; (3) Priority Setting and Resource Allocation event activities for the TGA and other MRM designated meeting that required mandatory attendance.

## **VIII. Receipt and Initial Processing of New Applications**

Upon receipt of an application, the Planning Council Support Staff shall forward the application to the MRM Committee Co-chairs or designee(s) to ensure all required information has been provided. If any information is missing, the applicant will be contacted and advised that his/her application cannot be considered until/unless the missing information is supplied. If the application is complete, the MRM Co-chairs or designee send a letter to the applicant that (1) acknowledges receipt of the application; and (2) outlines the steps and approximate dates in the next part of the process.

Applicants will be invited to attend a minimum of two Planning Council or Standing Committee meetings. Those applying during the period when the Open Nomination Period is closed will also be advised of the opportunity to become involved on a Standing Committee as well as work groups.

## **IX. MRM Interview & Review Panel**

MRM will create an Interview & Review Panel (Panel) as part of each open nomination period to review and evaluate new applications as well applications from current members seeking reappointment. The chair of the Interview and Review Panel shall be a Co-chair of MRM or his/her designee.

The Panel members will be drawn primarily from the MRM Committee and supplemented by other Planning Council members as needed to ensure that the Panel is adequately diverse based on race, gender, sexual orientation, county of jurisdiction, etc.

The Panel will interview all applicants during an established interview period. Interview days and times will be varied to offer maximum flexibility in accommodating applicant

work hours and other scheduling constraints. The Panel will conduct candidate interviews primarily by telephone.

## **X. Interview Process**

A standard set of open-ended questions will be developed in advance of the interview process to be asked of each applicant. Questions will be designed to gain a broad and representative perspective of each applicant's potential contribution to the work of the Planning Council as well as the individual's goals for serving on the Council. Every effort will be made to keep the interview time allowed each applicant relatively equal.

At the end of each interview, each panelist will complete a "ballot" for each interviewee using ratings (1) Recommend; (2) Recommend with reservations; (3) Do not recommend. Ballots will be completed without consulting other panelists. At the end of each interview process, the panel will discuss each panelist's perception of the interviewees.

All ballots will be collected and retained by the Panel co-chair or designee who will tally the votes and ultimately prepare a spreadsheet summary for use in deliberations held after completion of the interviews.

## **XI. Ranking and Recommending Nominees**

With assistance from the Panel co-chair, the Planning Council Support Staff will prepare the following materials for Panel use during the Deliberation and Recommendation phase.

- a. Summary of Interview Panel Votes for New Applicants
- b. Summary of Demographics & Membership Categories for Applicants

The Panel will use the data to rank and determine which applicants will be recommended for appointment. Collaboration and consensus will be used to ensure all membership categories are filled and that the Council membership is both representative and reflective.

The recommendations of the Panel shall be submitted to the Executive Committee for final vote and approval.

## **XII. Confidentiality of All Materials, Information and Proceedings**

All materials related to the Open Nomination Process are strictly confidential. They are entrusted to the custody of the MRM Co-chairs and Planning Council Support Staff at all times. Materials including any photocopies made for use by Panel members are to be maintained by the Panel co-chair or Planning Council Support Staff at all times. Any materials no longer needed by the panel and not required to be archived are to be shredded and disposed of in a secure manner.

Panel members are not to disclose or discuss the interview deliberations specifics with Planning Council members, applicants or any others.

### **XIII. Submitting Nominations to the Cuyahoga County Executive**

Upon authorization from the Planning Council, all necessary documentation for each applicant, those recommended for appointment, for re-appointment and those interviewed but not recommended, will be submitted to the Cuyahoga County Board of Health for coordination. The Board of Health will coordinate with the City of Cleveland Department of Public Health for final submission of the Planning Council recommendations to the Mayor of Cleveland and the Cuyahoga County Executive (*Chief Elected Official for the TGA*). The Office of the County Executive will conduct all required screening, background checks and other actions required for formal appointment. While the County Executive appointments generally follow the recommendations of the Planning Council, the County Executive may choose to appoint any person who has completed the Open Nominations Process. The County Executive may also choose to make fewer appointments than the number of vacancies and require the Planning Council to seek additional individuals to recommend for appointment. In the end, Planning Council members are appointed and serve at the pleasure of the County Executive. In all cases, the appointments by the County Executive are final.

### **XIV. Notification of Applicants**

The Board of Health will notify the Planning Council when recommendations and documentation for nominees have been submitted to the County Executive for review, vetting and final action. The MRM Committee will advise applicants of the anticipated time frame and the fact that the County Executive's office may contact them directly to possibly arrange for an interview and to advise them of their decision.

### **XV. Official Appointment to the Planning Council**

The County Executive, as the Chief Elected Official for the TGA, will vet all nominees for appointment and as political appointments, all choices are made at the sole discretion of the County Executive while following federal law and HRSA guidance and honoring the Planning Council Open Nominations Process.

Once appointments are approved, appointees will be notified via letter of their official appointment and term of service on the Planning Council.

Newly appointed members must participate in mandatory new member orientation training and sign forms agreeing to comply with Planning Council policies that cover Conflict of Interest, Code of Conduct, Confidentiality and Attendance Requirements, within the first 30-days of appointment.

# CUYAHOGA REGIONAL HIV HEALTH SERVICES RYAN WHITE PLANNING COUNCIL

## **BYLAWS**

### **APPENDIX E: Grievance Policy & Form**

## **Cleveland TGA Planning Council Grievance Policy**

### **1) Purpose of Policy**

The Cuyahoga Regional HIV/AIDS Health Services Planning Council grievance procedure is established to provide a mechanism for resolution of disputes initiated by eligible individuals or entities directly affected by the outcome of a decision related to funding.

### **2) Policy**

Section 2602 (c)(2) of the Ryan White Treatment Modernization Act of 2006 requires Part A Planning Councils to develop grievance procedures related to funding decisions, including procedures for submitting to binding arbitration grievances that cannot be resolved. The legislation requires that these procedures be consistent with model grievance procedures developed by HRSA, which address grievances with respect to Ryan White funding. It is the policy of Cuyahoga Regional HIV/AIDS Planning Council (Planning Council) to comply with the legislative requirements of the Ryan White Treatment Modernization Act of 2006 and to implement this policy.

### **3) Rules of this Procedure**

#### **A. Definitions**

- 1. Party** - Refers to one of the participants in the grievance process. This includes the grievant (the individual or entity that brings the grievance action) and the respondent (the entity against which the grievance is brought).
- 2. Remedy** - The relief or result sought by a grievant in bringing a grievance. It can include a process change, funding reallocation, or (in some situations) a reversal of a decision. Under this procedure remedies are prospective, which means they apply to future funding and/or prioritization related decisions, but do not apply retroactively to past funding and/or prioritization decisions.
- 3. Standing** - A term referring to the eligibility of an entity or individual to bring a grievance.
- 4. Directly affected** - means those parties who include the following:
  - a. Providers eligible to receive Ryan White HIV/AIDS Program funding
  - b. Consumer groups/PLWHA coalitions and caucuses, and
  - c. Other affected entities and individuals as determined locally.
- 5. Grievant** – The individual or entity “directly affected” by a decision of the Planning Council.
- 6. Grievance** - A "grievance" shall be defined as a dispute or controversy arising from the alleged misapplication or

misinterpretation of the Ryan White Part A legislation and regulations for the priority setting and resource allocation (PSRA) process.

- 7. Day** - A "day" as used in this procedure shall mean "business days" (excluding Saturdays, Sundays or holidays).

## **B. Types of Grievances Covered**

This policy allows grievances involving the process of prioritization of Part A service categories for funding, allocation of funds to the prioritized service categories, and any subsequent process to reallocate funding.

## **C. Who May File a Grievance:**

Individuals or entities "directly affected" by the outcome of a decision by Planning Council related to prioritization of service categories and/or allocation of funding are eligible to bring a grievance.

## **D. Prospective Implementation of Settlements**

Any settlement reached may involve prospective (future) change. It shall not require reversal of decisions previously made.

## **E. Non-Binding Process Rules**

1. Any hearing shall be informal.
2. The records and discussions between the parties shall be considered confidential to the extent permitted by state or federal law.
3. Time limitations for filing a grievance at any step shall be set forth in the grievance procedures outlined below and shall be strictly adhered to and enforced.
4. The place for informal meetings or hearings in the non-binding process shall be in-person at the offices of Cuyahoga County Board of Health (Ryan White Part A Grantee). Parties, by mutual agreement, may agree to conduct meetings via electronic or telephonic means.

## **F. Arbitration Process Rules**

1. All hearings shall follow the formal hearing requirements of arbitration.
2. The records and discussions between the parties shall be considered confidential to the extent permitted by state or federal law.
3. Time limitations for filing an appeal and pursuing the appeal in arbitration at any step shall be set forth in the arbitration procedures outlined below and shall be strictly adhered to and enforced.
4. The place for arbitration meetings and/or hearings shall be in-person only and held at the offices of the Cuyahoga County Board of Health (Ryan White Part A Grantee).

5. At all times during the arbitration process the conduct of the parties shall be professional.
6. Time limits, wherever specified in this policy, shall be strictly adhered to as provided for herein.
7. Costs: Each party to bear own expenses. Losing party shall be required to pay the costs of mediation and/or arbitration.

#### **4. Grievance Procedures**

- A. Every grievant shall have the right to present a grievance in accordance with the procedures provided herein free from any interference, coercion, restraint, discrimination or reprisal and, except at Step 1 under Section C, shall have the right to be represented at all other stages of the Grievance Procedure. It is the intent and purpose of this policy that all grievances shall be settled, if possible, at the lowest step of this procedure.
- B. The following procedures shall apply to the administration of all grievances filed under this policy.
  1. Except at Step 1 under Section C, all grievances shall be in writing and shall include the name and position of the directly affected party; the identity of the provisions of the statute or legislation or any regulation involved in the grievance; the time and place where the alleged events or conditions constituting the grievance took place; if applicable, the identity of the party responsible for causing the said grievance if known to the directly affected party; and a general statement of the nature of the grievance and the redress sought by the directly affected party.
  2. Except at Step 1 under Section C, all decisions shall be rendered in writing at each step of the Grievance Procedure. Each decision shall be transmitted to the directly affected party and their representative, if any.
  3. If a grievance affects multiple individuals or entities, or is associated with a TGA-Wide controversy, it may be submitted at Step 3 under Section C.
  4. Nothing contained herein shall be construed as limiting the right of any directly affected party having a dispute or grievance from discussing the matter informally with any appropriate member of the Planning Council Executive Committee, and having said matter informally adjusted without the intervention of the formal grievance procedures, provided that the adjustment is not inconsistent with the terms of this policy, the statutes, regulations or contractual agreements. In the event that any grievance is adjusted without a formal determination pursuant to this procedure, while such adjustment shall be binding upon the directly affected party and

shall in all respects be final, said adjustments shall not create a precedent or ruling binding upon the Planning Council in future proceedings.

5. The existence of this Grievance Procedure, hereby established, shall not be deemed to require any directly affected party to pursue the remedies herein provided and shall not impair or limit the right of any directly affected party to pursue any other remedies available under law, except that any directly affected party who pursues any other remedy other than provided by this procedure shall automatically have waived and forfeited any remedies provided by this procedure.
  6. The time limits provided herein will be strictly adhered to and any grievance not filed initially or appealed within the specified time limits will be deemed waived and void.
- C. All grievances shall be administered in accordance with the following steps of the Grievance Procedure.

Step 1:

Any directly affected party who believes he/she/it may have a grievance involving any aspect of the process for prioritization of Part A service categories and/or the allocation of funding to prioritized service categories shall reduce the grievance to writing and present the grievance to the Part A Project Director (Project Director) at 5550 Venture Dr., Parma, Ohio 44130. Said grievance shall be submitted/filed within ten (10) days of the date of any prior decision or from the date of discovery of the facts giving rise to the grievance. The Project Director shall refer the written grievance to the Planning Council Grievance Review Committee who shall determine the eligibility of the grievance for this process and issue a written authorization to proceed or rejection within five (5) days of the notice of the grievance to the Committee. If the grievance is authorized the Planning Council Co-chairs shall schedule a meeting with the directly affected party within five (5) days of the date of the authorization from the Grievance Review Committee. The Planning Council Co-Chairs shall render their decision in writing within five (5) days after the meeting.

**Review of Grievance Requests for Eligibility**

Prior to Step 2 of this procedure, the Planning Council Grievance Review Committee, comprised of the Planning Council Co-Chairs, the contracted Planning Council Facilitator, and the Part A Grantee Project Director shall review the directly affected party's grievance in order to determine its merit and eligibility for this process. Should the Grievance Committee decide the grievance is ineligible for this process or is lacking sufficient merit, it may deny the grievance for lack of jurisdiction or similar grounds. Such denial shall not be made in a perfunctory or arbitrary manner.

Step 2:

**MEDIATION PROCEDURE**

If the directly affected party is not satisfied with the written decision at the conclusion of Step 1, a written appeal of the decision may be filed with the Part A Project Director within five (5) days from the date of the rendering of the decision in Step 2. Copies of the written decisions shall be submitted with the appeal. The process for resolution at this step involves mediation.

Upon receipt of the notice of appeal the Project Director, along with the Health Commissioner and the directly affected party, shall mutually select and agree on a third party mediator within ten (10) days of the date that the appeal from Step 2 was filed with the Project Director. A mediator shall be independent of either party and shall be an impartial person hired to assist in the resolution of the grievance. The mediator shall be promptly notified, and barring any conflicts, shall convene a hearing or conference within fifteen (15) days of their receipt of the assignment to mediate the grievance. The hearing will be held with the directly affected party, his/her/its representative, and any other party necessary to provide the required information for the rendering of a proper decision. Said hearing or conference shall be held at the offices of the Cuyahoga County Board of Health (Ryan White Part A Grantee). A resolution or decision not to proceed (impasse) by the third party mediator shall occur not later than five (5) days after the hearing/conference. If the matter is resolved through this process, any resolution shall be reduced to writing and signed by the Planning Council Co-Chairs for the Cleveland TGA and an authorized representative of the directly affected party and the mediator. A record of the written decision or agreement shall be kept on file in the records of the Grievance Review Committee.

If the directly affected party is not satisfied with the decision at Step 3, they may proceed to Step 4: Arbitration pursuant to the Arbitration Procedure contained herein below.

Step 4:

**ARBITRATION PROCEDURE**

In the event a grievance is unresolved after being processed through all of the steps of the Grievance Procedure, unless mutually waived or having passed through the various steps by timely default of the Cleveland TGA, then within ten (10) days after the rendering of the decision at Step 3 or a timely default by the Cleveland TGA at Step 3, either party adversely affected (Cleveland TGA, directly affected party or planning council) may submit the grievance to arbitration by filing a notice to arbitrate and submitting any required application to the appropriate Arbitration association required by this policy. Within ten (10) days after the filing of the notice to arbitrate, the parties will meet to mutually select an arbitrator from the permanent panel of

arbitrators. If the parties cannot agree within the ten (10) days from the intent to arbitrate, the parties shall require a list of arbitrators from the Federal Mediation and Conciliation Service (FMCS). Arbitrators names will be stricken alternately from the FMCS list until one (1) name remains who shall be designated the arbitrator to hear the grievance in question.

The arbitrator shall have no power or authority to add to, subtract from, or in any manner alter the specific rules, regulations, statutory requirements or terms of this Policy or to make any award requiring the commission of any act prohibited by law or to make any award that itself is contrary to law or violates any of the terms and conditions of this Policy.

The arbitrator shall not decide more than one (1) grievance on the same hearing day or series of hearing days except by the mutual written agreement of the parties.

The hearing or hearings shall be conducted pursuant to the Rules of the American Arbitration Association.

The fees and expenses of the arbitrator and the cost of the hearing room, if any, shall be borne by the party losing the grievance. Neither party shall be responsible for any of the expenses incurred by the other party.

The arbitrator shall convene a hearing to be held at the offices of the Cuyahoga County Board of Health (Ryan White Part A Grantee) no later than fifteen (15) days after notice and selection of the arbitrator. The arbitrators' decision and award shall be in writing and delivered within ten (10) days from the date the record is closed. The decision of the arbitrator shall be final and binding upon the parties.

Approved by:

---

Planning Council Co-Chair

---

Planning Council Co-Chair

---

Planning Council Co-Chair

---

Approval Date

## **CLEVELAND TGA PLANNING COUNCIL GRIEVANCE FORM**

**Cleveland Transitional Grant Area  
Cuyahoga County Board of Health  
Cuyahoga Regional HIV Health Services Ryan White Planning Council**

Grievances may be filed against the Cleveland TGA Planning Council for the following deviations from policy:

- Deviations from the established, written priority-setting and/or resource-allocation process (e.g., failure to follow established conflict of interest procedures).
- Deviations from an established, written process for any subsequent changes to priorities or allocations.

The policy and procedures that govern the handling of this grievance can be obtained at: <http://www.ccbh.net/ryan-white-hiv-aids-planning-co/>.

In order to file a grievance with the Cleveland TGA Planning Council this form must be completed, submitted, and received by the Ryan White Part A Project Director within 30 days of the date of the alleged deviation. Any grievant will be contacted within ten (10) working days of the receipt of this form.

When completed, submit this grievance form to the contact information provided at the bottom of the form.

Name(s) of Person(s)  
Filing the Grievance:

---

Address:

---

---

Telephone Number (daytime):

---

Date of alleged deviation from established policy/procedure:

---

Which policy/procedure was allegedly deviated from?

---

---

Describe in detail the alleged deviation, including how you were directly affected and what remedy you seek:

---

---

---

---

---

---

---

---

---

---

**Please return Form to:**  
Cuyahoga County Board of Health  
5550 Venture Drive  
Parma, OH 44130  
ATTN: Ryan White Part A Project Director

# CUYAHOGA REGIONAL HIV HEALTH SERVICES RYAN WHITE PLANNING COUNCIL

## **BYLAWS**

### **APPENDIX F: Attendance Policy**

***“UNDER DEVELOPMENT”***