

**METROPOLITAN WASHINGTON REGIONAL  
PLANNING COUNCIL**

**BYLAWS**

Adopted by the Planning Council September 2008

**METROPOLITAN WASHINGTON REGIONAL  
HEALTH SERVICES PLANNING COUNCIL  
BYLAWS  
TABLE OF CONTENTS**

I. NAME AND SERVICE AREA .....	1
II. LEGAL AUTHORITY.....	1
III. DEFINITION OF TERMS.....	1
IV. DUTIES .....	2
V. MEMBERSHIP .....	3
VI. OFFICERS.....	9
VII. MEETINGS.....	10
VIII. MAINTENANCE OF RECORDS AND PUBLIC ACCESS.....	13
IX. COMMITTEES.....	14
X. CONFLICT OF INTEREST.....	18
XI. OFFICIAL COMMUNICATIONS AND REPRESENTATION.....	19
XII. FUNDING AND EXPENSE REIMBURSEMENT.....	20
XIII. AMENDMENTS.....	20
XIV. GRIEVANCE PROCEDURES.....	21

**METROPOLITAN WASHINGTON REGIONAL  
HEALTH SERVICES PLANNING COUNCIL  
BYLAWS**

**I. NAME AND SERVICE AREA**

This organization shall be known as the Metropolitan Washington Regional Health Services Planning Council (hereinafter "Planning Council"). The Planning Council shall be responsible for community planning related to HIV/AIDS care for a federally defined Eligible Metropolitan Area (EMA) that encompasses the following legal jurisdictions: the District of Columbia, five counties located in Suburban Maryland (Charles, Calvert, Frederick, Montgomery, and Prince George's), 11 counties (Arlington, Clarke, Culpeper, Fairfax, Fauquier, King George, Loudon, Prince William, Spotsylvania, Stafford, and Warren), and six cities (Alexandria, Fairfax, Falls Church, Fredericksburg, Manassas, and Manassas Park) in Northern Virginia, and two counties in West Virginia (Berkeley and Jefferson).

**II. LEGAL AUTHORITY**

The Planning Council was created by District of Columbia Mayor's Order 90-220, dated December 26, 1990, pursuant to the authority vested in the Mayor of the District of Columbia by sections 422 and 448 of the District of Columbia Self-Government and Governmental Reorganization Act, as amended, D.C. Code sections 1-242 and 47-310 (1981), and 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 (Aug. 18, 1990) as amended ("Ryan White legislation").

**III. DEFINITION OF TERMS**

As used in these Bylaws, the following terms have the definitions provided below:

Eligible Metropolitan Area ("EMA"): A legal jurisdiction designated by the Health Resources and Services Administration (HRSA) as grantees for Ryan White Part A funds.

Planning Council Support staff: The Planning Council Coordinator and other staff hired to provide program, operational, and technical support to the Planning Council in carrying out its legislative duties. Ensures that Planning Council members receive needed orientation and training, staffs Council meetings and committees to provide technical/content assistance, and ensures that the Council meets legislative requirements and HRSA guidelines in its operations. Retains copies of official Planning Council documents and records.

Planning Council Support Contractor: The organization contracted to provide the administrative services and support requested by the Planning Council, prepare minutes, maintain records, serve as the official source for the public to access Planning Council minutes and other materials required to be available to the public, and maintain an office for the Planning Council that includes computer and Internet access for members as needed and requested.

Legal Jurisdictions: The designated cities and counties of the jurisdictions that together make up the EMA.

Administrative Agent: The governmental entities in each of the major legal jurisdictions comprising the EMA responsible for programmatic and financial oversight of Ryan White Part A.

PLWH or PWA: For purposes of these Bylaws, the term “PWA” or “PLWH” means a person living with HIV disease (HIV non-AIDS or AIDS).

HIV Disease: The term “HIV disease” means infection with etiologic agent for acquired immune deficiency syndrome, and includes any condition arising from such syndrome.

#### **IV. 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, and disparities in access and services among affected subpopulations and historically underserved communities. This includes establishing methods for obtaining input on community needs and priorities.
- B. Establish priorities for the allocation of Ryan White Part A funds in each of the Legal Jurisdictions within the EMA, including how best to meet each such priority and additional factors that a grantee should consider in allocating funds. This includes approving reallocation of funds by the grantee or administrative agent as required during the 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 EMA, including, but not limited to, the assessment and evaluation of the quality and appropriateness and documentation of services being provided, length of time between receipt of funds by the administrative agent for the District of Columbia and disbursement to the administrative agents for each legal jurisdiction, length of time between receipt of funds by the administrative agent for each legal jurisdiction and disbursement to providers, and the efficiency and effectiveness of the procurement process.
- F. Participate in the development of the statewide coordinated statement of need initiated by the State public health agencies responsible for administering grants under part B in each EMA jurisdiction.
- G. Coordinate with Federal grantees that provide HIV-related services within the eligible area.

## V. MEMBERSHIP

### A. Definition

"Member" or "Members", as used in these Bylaws, refers to those people who have been reviewed through the open nominations process, recommended to the Mayor by the Planning Council, and duly and lawfully appointed to the Planning Council by the Mayor of the District of Columbia. The Planning Council shall have at least 30 and not more than 36 members, including the Chair.

### B. Open Nominations Process

1. All nominees for the Planning Council must go through the Planning Council's open nominations process, which is managed by the Membership Committee and intended to comply with HRSA guidance, Federal rules and regulations, and jurisdictional interagency agreements. 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 or more per available slot) to the Executive Committee and the full Planning Council for approval. Once the Planning Council has approved the nominees, they shall be forwarded to the Mayor or designee for final review and appointment using the procedures specified by the Office of the Mayor.
2. Nominees for Planning Council membership whose names have been submitted to the Mayor by the Planning Council shall be permitted to participate in all discussions of the Planning Council, but such nominees shall not be counted in determining quorum or permitted to vote until the Mayor or designee officially swears them in as members.

### C. Representation and Reflectiveness

1. Not less than 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. Affiliation means representing a Part A-funded entity by serving as an officer, Board member, employee, volunteer involved for an average of 20 hours or more per week, or paid consultant. For purposes of the preceding sentence, an individual shall be considered to be receiving such HIV-related services if the individual is a parent of, or a caregiver for, a minor child who is receiving such services.

With respect to membership on the Planning Council, the prior limitation does not apply to individuals affiliated with entities that receive funds from grants under other sections of the Ryan White legislation but do not receive funds through Part A.

2. At a minimum, 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 in the District of Columbia or a state within the EMA;
  - 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 EMA:
    - 1) 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,
    - 2) The Housing Opportunities for Persons With AIDS (HOPWA) program of the U.S. Department of Housing and Urban Development (HUD), and
    - 3) 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.
3. 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 1 above shall reflect in their composition the demographics of the population of individuals with HIV and AIDS in the EMA, with particular consideration given to disproportionately affected and historically underserved groups and subpopulations.
  4. 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 EMA. 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 EMA and must spend the majority of his/her time working in the EMA. 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 EMA.
  5. The Planning Council membership will have equitable representation from each of the four major jurisdictions in the EMA – the District of Columbia, Maryland, Virginia, and West Virginia. The Planning Council will attempt to obtain representation on the Planning Council from each of the jurisdictions within the EMA approximately in

proportion to the cumulative total of living HIV and AIDS cases in each jurisdiction, as reported to the Centers for Disease Control and Prevention and included in the annual Part A program application. The Council will also work to ensure that, to the extent possible, membership will be reflective of the racial and ethnic demographics of the infected populations within each Legal Jurisdiction.

D. Terms of Service

1. Each member of the Planning Council shall be appointed in accordance with the Mayor's Orders, issued pursuant to section 422(2) of the District of Columbia Home Rule Act, as amended, 87 Stat. 790, Pub. L. No. 93-198, D.C. Code, Official Code § 1-204.22(2) (2001) (hereinafter "Mayor's Orders").
2. If the Mayor does not specify a different term of office, members shall serve three-year terms that begin on October 1 and end on September 30.
3. Current members may continue to serve until their replacements are appointed by the Mayor, up to a maximum of six (6) months beyond the expiration of their normal term of office. If Mayoral appointments are delayed more than six months, the Planning Council at its discretion may act to extend terms of current members, with their permission, until the appointments are made.
4. Initial terms shall be staggered so that approximately one-third of members terms end each year. Planning Council members who serve initial one or two year terms may be renominated for full three-year terms at the discretion of the Planning Council.
5. Employees of federal, state, or local government agencies who are chosen to fill specific legislatively mandated membership categories based on their office must go through the same open nominations process as all other members, but may at the discretion of the Planning Council be nominated for indefinite terms. In such cases they may continue to serve so long as they remain in the specified positions, limited only by the Mayor's action. Such individuals and their membership categories shall be identified to the Council and the Mayor's Office at the time of nomination.

E. Duties and Responsibilities

Planning Council members are expected to carry out the following duties and responsibilities:

1. Attend and actively participate in Planning Council monthly, special, and emergency meetings, and community events
2. Actively participate in at least one standing committee
3. For all new members, participate in new member orientation and training and review orientation materials provided by the support staff within thirty days after appointment
4. For all members, participate in Council-sponsored training or retreats at least once a year
5. Participate in the annual priority setting and resource allocations process training and in the session at which needs assessment data is presented and discussed in their jurisdiction
6. Review materials of Council and/or committee discussion/action before scheduled meetings

#### F. Compensation

Planning Council Members shall receive no salary or other compensation for their services as members of the Council. However, the Planning Council shall reimburse PLWH members who are not affiliated with providers for allowable expenses as specified in Section XII, based on the Planning Council's approved policies and budgeted funds.

#### G. Attendance

The aim of the Planning Council is for each Planning Council member to attend in person every regular meeting of the Planning Council and to participate actively in at least one committee or task force. 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.

1. Each member of the Planning Council must attend a minimum of two-thirds of the regularly scheduled meetings of the Planning Council each year (at least 8 of the 11 or 12 meetings), and ensure that not more than two of these absences are unexcused. The following constitute excused absences:
  - a. Personal sickness, personal or family emergency of member, or a death in the family (in which case the member must contact the Council staff prior to the meeting or no later than two business days after the meeting for which the member has requested an excused absence).
  - b. Vacation of a member, in which case advance notice must be given to the Council staff.
  - c. Conflicting work commitments, including out of town business due to work, in which case advance notice must be given to the Council staff.
2. More than two unexcused absences from regular meetings of the Planning Council within a 12-month program year will be grounds for termination for poor attendance.
3. To obtain excused absences, members must contact the Planning Council logistics contractor, and if the contact is by e-mail, cc the Planning Council support Coordinator.
4. Attendance will be recorded by program year, with a new year beginning the date members chosen on the annual cycle are sworn in each year (usually the beginning of October).
5. Each member must also participate actively in at least one standing committee or task force, and meet the same standards as specified above for Planning Council meetings.

#### H. Participation in Meetings by Conference Telephone

1. **Planning Council meetings:** Members are expected to attend Planning Council meetings in person, except in unusual circumstances (such as illness of a PLWH member or very bad weather), or if the member lives in a distant part of the EMA.



The Chair or Community Co-Chair may approve participation by telephone for good reason, at their discretion.

2. **Committee or task force meetings:** Members are expected to attend committee or task force meetings in person, except in unusual circumstances as described above. However, a member may attend up to 25% of committee meetings by conference telephone (2-3 a year, depending on how often the committee meets). The leadership of a committee may choose to hold a small number of meetings by conference telephone, particularly if the committee is small or a meeting is held on short notice.

#### I. Removal for Non-Attendance

A member's failure to meet these 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 Mayor, through the Office of Boards and Commissions, that the non-attending member be removed in accordance with these Bylaws, subject to the following process and conditions:

1. **Warning letter:** If a member is in danger of failing to satisfy the meeting attendance requirement – after s/he has had two unexcused absences or three total absences during a single program year – the Membership Committee shall work with the staff and logistics contractor to send out a warning letter to notify the non-attending member in writing that unless attendance immediately improves, the Planning Council will recommend to the Mayor that the non-attending member be removed for failure to meet attendance requirements.
2. **Response period:** The Planning Council shall allow the non-attending member 30 calendar days from the date of the letter to respond in writing, indicating that s/he will attend meetings regularly and if relevant, indicating why attendance has been insufficient.
3. **Letter to Mayor's Office (Boards and Commissions):** If the member does not begin regularly attending Planning Council and committee meetings or provide a response that indicates special circumstances that caused this non-attendance, the Membership Committee shall recommend to the Planning Council that the member be suspended and recommended to the Mayor's Office of Boards and Commissions for removal. This action shall require an affirmative vote by a majority of members present and voting. Following such action, a letter shall be sent to the Mayor's Office of Boards and Commissions to request removal of the non-attending member.
4. **Suspension:** At the same time the letter is sent to the Mayor's Office, a letter will be sent to the non-attending member informing him/her of the action taken by the Planning Council, and suspending the member from the Planning Council while the Mayor's Office is acting on the request for removal. A member under suspension is not allowed to participate as a member or vote at Council meetings and is not counted as an active member in the quorum requirements.

The application for Planning Council membership shall clearly state attendance requirements, estimate the typical number or range of hours per month required to meet these requirements, and ask applicants to indicate by signing the application that they

understand and are prepared to meet these requirements. These requirements shall be discussed at interviews with prospective members, and all new members shall be asked to sign a member agreement that includes a commitment to meet these requirements.

J. Leave of Absence

A Planning Council member may request from the Membership Committee approval of a leave of absence of not less than two nor more than six months. A leave of absence may be granted by the Committee by a majority vote of the 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 committee meetings for a limited period of time, or other pressing personal reasons. A member may request a leave of absence not more than twice during a single Planning Council term. A member who is on a leave of absence shall not be counted as an active member in determining quorum.

K. Resignation

Any member of the Planning Council may resign at any time by written notice that bears a valid signature delivered in person, fax, or mail to the Planning Council Chair at the Planning Council Support staff's office. The resignation shall take effect at the time specified in the notice, or if not so specified, immediately upon receipt of the notice.

L. 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 s/he no longer represents the membership category s/he was appointed to fill, that member must inform the Membership Committee of this situation within two weeks. If there is no other position available, the member shall immediately resign from the Planning Council, and his or her seat shall be filled in accordance with the open nominations process. If the member fits another membership category and the Council is not at maximum capacity, the Membership Committee may recommend to the Executive Committee and then to the Planning Council that the individual be re-designated to represent that membership category for the remainder of his/her existing term. If the member cannot fit into another available service category and does not resign, the Membership Committee will recommend his/her removal to the Mayor's Office as no longer eligible for service and immediately suspend the member from meeting participation and voting.

M. Removal for Cause

1. The Planning Council may recommend to the Mayor that any member, including the Chair, be removed from membership for cause. Conduct or behavior constituting cause for removal may include violations of the Standards of Conduct, physical attacks on other Planning Council meeting attendees, verbal abuse of other attendees, and conflict of interest violations. The investigation in resolution of misconduct activities shall be performed by the Executive Committee, in keeping with established policy. If legal issues are involved, the Committee will immediately consult the Office of Corporation Counsel.

2. Recommendation of the removal of a member for cause shall require a two-thirds vote of members present and voting at any regularly scheduled meeting of the Planning Council with no fewer than ten (10) business days' prior notice. If the Planning Council recommends removal, the member shall then be suspended from participation as a member in Planning Council meetings until action by the Mayor's Office of Boards and Commissions.

## VI. OFFICERS

### A. Chairperson

The Chair shall be appointed by the Mayor, in accordance with District of Columbia law and Ryan White legislative requirements. If the Mayor wishes to appoint as Chair a person who is not currently a member of the Planning Council, that individual must first go through the open nominations process, as required by the Ryan White legislation.

The Chair, in conjunction with the Community Co-Chair and Executive Committee, shall call meetings of the Planning Council and assist in the preparation of Planning Council meeting agendas. S/he shall chair Council and Executive Committee meetings.

In consultation with the Community Co-Chair, the Chair shall appoint and discharge all committee chairpersons, and appoint Planning Council members to committees. In making such appointments, the Chair and Community Co-Chair shall ask Planning Council members to indicate their committee preferences.

The Chair shall serve as an *ex officio* voting member of all committees, but shall not be counted for determining quorum.

### B. Community Co-Chair

The Planning Council shall have a Community Co-Chair chosen by and from the membership of the Planning Council. The Membership Committee shall nominate at least two (2) members who are willing to serve as Community Co-Chair and submit their names to the Planning Council for a vote. Every effort shall be made to maintain gender parity in the leadership of the Planning Council. Additionally, if the Chair is someone who does not self-identify as a person living with HIV disease, nominees for the Community Co-Chair shall be self-identified people living with HIV disease.

The Community Co-Chair shall co-facilitate meetings of the Planning Council with the Chair. The Community Co-Chair shall serve as the principal liaison to community-based organizations and the affected community. In the absence or disability of the Chair, the Community Co-Chair shall perform those duties that otherwise would be performed by the Chair. The Co-Chair shall work with the Chair on committee appointments.

The Community Co-Chair shall serve as an *ex officio* voting member of all committees, but shall not be counted for determining quorum.

### C. Terms of Office

1. The Chair serves at the pleasure of the Mayor, and in compliance with District of Columbia law. The Chair is appointed for a three-year term, which can be extended for up to three additional years at the pleasure of the Mayor.
2. The term of office of the Community Co-Chair shall be two years, or until his/her replacement has been duly elected. The Co-Chair may be elected to additional terms by the Planning Council.
3. The immediate past Chair shall be invited to serve as an *ex officio* voting member of the Planning Council for one year after a new Chair has been appointed.

### D. Removal of Officers

1. Procedures for recommending removal of members from the Planning Council are described in the Membership section. These procedures also apply to removal of the officers from the Planning Council. The procedures below apply to removal of an officer from his/her officer position without removal from the Planning Council.
2. The Chair can be removed from his/her officer position only by the Mayor. The Planning Council may recommend the Chair's removal from this office for any reason by a two-thirds affirmative vote of members present at any regularly scheduled or special meeting that provides required prior notice.
3. The Planning Council can remove the Community Co-Chair from his/her officer position for any reason by a two-thirds affirmative vote of members present at any regularly scheduled or special meeting that provides required prior notice.

## VII. MEETINGS

### A. General

1. **Open meetings:** The meetings of the Planning Council shall be governed by the most recent edition of *Robert's Rules of Order Newly Revised*.
2. **Frequency of meetings:** The Planning Council shall meet at least 11 times a year, at a time and place that is specified, in writing, by the Planning Council Chair, in conjunction with the Executive Committee of the Planning Council, no later than ten (10) business days in advance.
3. **Facilities:** The Planning Council shall meet in facilities that are Americans with Disabilities Act (ADA)-compliant. The facilities shall be accessible to public transportation to the extent feasible.
4. **Location:** The Planning Council shall hold some meetings in parts of the EMA outside the District of Columbia as feasible.

B. Special Meetings

The Mayor, Chair, Community Co-Chair, or any seven members of the Planning Council may call a special meeting of the full Planning Council. The call shall be by written notice mailed, faxed or hand delivered to Planning Council members, and to others who have requested notice of meetings not less than three days prior to the date set for such special meeting. Such calls must set forth specifically the subject matter of the meeting, and no other subject matter may be introduced or considered at such meeting.

C. Jurisdictional Meetings

Certain work of the Planning Council may be delegated partially to the jurisdictions. For example, some components of the priority setting and resource allocations process is carried out in the individual jurisdictions – the District of Columbia, Northern Virginia, suburban Maryland, and the West Virginia counties. In such situations, the jurisdiction must follow these Bylaws and the policies and procedures established by the Planning Council to guide the activity involved. This includes, for example, adherence to conflict of interest policies and public meetings and records requirements.

D. Participation of Administrative Agents

Representatives of administrative agents shall attend and participate in Planning Council meetings. They will also participate in certain committee meetings where their presence is most needed, as specified in their intergovernmental agreements (IGAs) with the grantee and as mutually agreed upon with the Planning Council.

E. Material

The agenda and critical material to be considered at a particular Planning Council meeting shall be transmitted to each member at least five (5) business days prior to the meeting, via e-mail or regular mail, depending on the preference of each member.

Materials for committee meetings shall be sent out at least five (5) calendar days before the meeting, via e-mail or regular mail, depending on the preference of each member. A Planning Council member who receives mailed copies of meeting materials is expected to bring those materials to the meeting. A Planning Council member who receives the materials via e-mail will receive a hard copy of meeting materials at the meeting site.

F. Agendas

An agenda shall be prepared for each regular meeting of the Planning Council by the Chair in conjunction with the Community Co-Chair and Executive Committee and shall be transmitted to Planning Council members in advance of the applicable meeting. No later than ten (10) business days prior to a meeting, members or non-members with proposed agenda item(s) for consideration may submit the item(s) in writing, or by telephone to the Chair through the Planning Council Support Contractor.

#### G. Public Meetings

All regular meetings of the Planning Council and its committees shall be open to the public. The Planning Council will establish procedures to hear concerns and statements from nonmembers of the Planning Council.

#### H. Executive Sessions

During any duly-called meeting, the Chair or two-thirds (2/3) of the Planning Council members present and voting may call for the Planning Council to meet in Executive Session to consider issues and topics that include, but are not limited to, internal personnel matters and participation by the Planning Council in civil actions or proceedings. 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).

#### I. Community Persons

The opinions, experiences, and expertise of individuals living with HIV disease are essential for developing policies, programs, and strategies to respond effectively to the HIV/AIDS pandemic. As an organization with a wide diversity of people living with HIV disease, the Planning Council encourages community persons to participate in the Planning Council process, serve on committees, and attend Council meetings.

Members of the public shall be permitted to make a statement at a designated time during each Planning Council and committee meeting.

#### J. Quorum

At any Planning Council meeting, the presence of a majority of the Planning Council members appointed by the Mayor shall be necessary to constitute a quorum for the purpose of engaging in any formal decision-making. Members who have been granted a leave of absence or suspended or who have not yet been sworn in shall not be counted in determining quorum requirements.

#### K. Voting

At any meeting of the Planning Council, each member shall be entitled to one vote upon any question before the Planning Council, provided that a quorum is then present. All Members who abstain or vote nay on any vote shall have their names and votes recorded in the minutes of the meeting.

#### L. Discussion

At a meeting of the Planning Council, the Chair shall call on Planning Council members. 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.

## M. Minutes

5. **Tapes of meetings:** Meetings of Planning Council and committee meetings shall be tape recorded, and the tapes preserved but not transcribed. The Planning Council Support Contractor shall keep tape recordings of Planning Council meetings for two years following the meeting. The tapes shall not be removed from the office of the Planning Council Support Contractor, but shall be made available for on site review by appointment with the Planning Council Support Contractor. The Planning Council Support Contractor shall keep a log of requests to hear the tapes.
2. **Planning Council minutes:** The Planning Council shall keep detailed minutes of each meeting, and the Chair shall certify their accuracy, as required by Section 2602(b)(7) of the 2006 Ryan White legislation. The Planning Council logistics contractor shall prepare a draft of the minutes of each Planning Council meeting and set forth the significant topics discussed and actions taken at the meeting. A draft copy of the minutes shall be sent to all members for their review at least five (5) business days before the next regularly scheduled Planning Council meeting, as a part of the meeting packet. Any member wishing to propose a correction or change to the minutes shall do so at the next Planning Council meeting, and the minutes shall be approved by the Planning Council. The approved Planning Council minutes as corrected and certified by the Chair shall be posted on the Planning Council's website, filed at the office of the Planning Council Support staff, and made available to Planning Council members and the public on request at the offices of the Planning Council logistics contractor.
3. **Committee minutes:** The Planning Council logistics contractor shall prepare minutes of official committee meetings. Draft committee minutes shall be included in the next Planning Council meeting packet and in the next committee meeting packet. If the committee makes no major substantive changes to the minutes when approving them, final committee minutes shall be provided to the committee and posted on the website, but need not be included in the next Planning Council meeting packet. Committee minutes shall be made available for Planning Council and public review and copying on request at the offices of the Planning Council logistics contractor.

## VIII. MAINTENANCE OF RECORDS AND PUBLIC ACCESS

- A. Both the Planning Council support staff and the logistics contractor shall maintain copies of minutes, official correspondence, membership information, and other official records of the Planning Council. The logistical contractor shall maintain copies of the audio tapes of meetings and shall serve as the repository for additional Planning Council materials. All materials shall be kept for a minimum of seven years. When a logistics contract is terminated, official Planning Council records, correspondence, and files shall be returned to the Planning Council Support staff as requested.
- B. As required by Ryan White legislation, the records, reports, transcripts, minutes, agenda, or other documents that are made available to or prepared for or by the Planning Council shall be available for public inspection and copying at the Planning Council logistics contractor's office during normal business hours, provided reasonable advance notice is given. Tapes of the meetings may be listened to on site by appointment.

- C. This public access requirement does not apply to any disclosure of information of a personal nature that would constitute a clearly unwarranted invasion of personal privacy, including any disclosure of medical information or personnel matters.

## IX. COMMITTEES

### A. 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.
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 the Chair In consultation with the Community Co-Chair and with the approval of the Planning Council, may establish such entities as necessary.
3. **Subcommittees and task forces of Standing Committees:** The Chair and Co-Chair of each committee may appoint time-limited subcommittees or task forces as necessary to carry out the work of the committee. Establishment of a subcommittee or task force that is expected to last for more than two years requires approval by the Planning Council.
4. **Decision making:** Any action, proposal, or decision made by a committee shall be submitted for discussion, modification, and/or ratification to the Executive Committee and in turn to the Planning Council at the next meeting following such committee action, proposal, or decision.
5. **Expected participation:** Every Planning Council member is expected to participate actively in at least one Planning Council standing committee, with attendance requirements as stated in Section V. G.
6. **Membership:** Committees may be composed of Planning Council members, and – except for certain committees that deal with Planning Council membership and governance issues – may also include individuals who are not Planning Council members but live or work in the EMA. All committees must include members who are PLWH, and should strive for representation from multiple jurisdictions. Individual committees may have different minimum and maximum sizes and committee membership requirements based on their responsibilities and the extent to which they deal with confidential information.
7. **Leadership:** Each standing committee other than Executive shall have a Chair and a Co-Chair. The Chair must be a Planning Council member, since s/he serves on the Executive Committee. Co-Chairs need not be Planning Council members.
8. **Voting rights:** When standing committees allow non-Planning Council members, these individuals shall have the same attendance requirements, member expectations, and voting rights as Planning Council members. Every member shall



have one vote and there shall be no proxies or alternates, except that committee Co-Chairs may represent committee Chairs at the Executive Committee.

9. **Staff support:** The Planning Council Support staff shall provide technical support and advice to the committees, and help ensure ongoing grantee and administrative agent participation in committee meetings so that committees have the information, expertise, and resources to carry out their legislative responsibilities. The Planning Council logistical contractor shall provide meeting coordination and support to the committees.

#### B. Executive Committee

1. **Duties:** The Executive Committee, in conjunction with the Planning Council Chair and Community Co-Chair, shall coordinate the work of the Planning Council and its committees, ensuring that all legislative responsibilities are being met. It shall review all committee reports and recommendations before they go to the full Planning Council, request revisions or additional work as needed, and set the agenda for Planning Council meetings. It shall also take urgent action as required between Planning Council meetings, as authorized by the Planning Council. The Executive Committee shall report to the full Planning Council, and its decisions shall be reviewed and ratified by the full Planning Council.
5. **Membership:** The Executive Committee shall include as voting members the Planning Council Chair, Community Co-Chair, and the Chairs of all standing committees. Administrative Agents are non-voting, *ex officio* members of the Executive Committee.
3. **Committee Co-Chair participation:** If a standing committee Chair is unable to attend an Executive Committee meeting, the Co-Chair of that committee shall attend the Executive Committee to present the committee's report and recommendations. However, the Co-Chair may vote only if s/he is a mayorally appointed Planning Council member.

#### C. Other Standing Committees

1. The Planning Council shall have six standing committees other than Executive:
  - a. *Four planning committees:* Consumer Access; Needs Assessment and Comprehensive Planning; Care Strategy, Coordination, and Standards; and Financial Oversight and Allocations
  - b. *Two governance committees:* Membership and Bylaws, Policies, and Procedures
2. Standing Committees shall meet regularly and shall report their work and recommendations first to the Executive Committee and then to the Planning Council.
3. These Bylaws specify major responsibilities of the committees. More detailed descriptions of committee duties, and membership, as well as formal policies and operating procedures to guide committee work on legislative responsibilities, shall be developed by the various committees. They shall be reviewed by the Bylaws, Policies, and Procedures Committee to ensure consistency with Ryan White legislation and these Bylaws, and referred to the Executive Committee and full Planning Council for approval.

## D. Responsibilities and Membership of Planning-related Committees

### 1. **Consumer Access Committee**

- a. **Duties:** The Consumer Access Committee leads and coordinates links between the Planning Council and the PLWH community, especially consumers of Ryan White services. It shall continuously do outreach and seek input from the PLWH community, including identification of emerging issues; ensure Planning Council members are educated regarding issues affecting PLWH; and communicate the work of the Planning Council to the PLWH community. This committee plays the lead role on behalf of the Planning Council in community education, arranging for leadership training for PLWH, active engagement of PLWH in the work of the Planning Council, and coordination of PLWH involvement in all Planning Council activities and committees. For example, the Committee shall work closely with the Needs Assessment and Comprehensive Planning Committee in arranging Town Hall meetings targeting consumers and in the design of needs assessment efforts that target PLWH. It shall assist the Membership Committee in identifying potential consumer members for the Council.
- b. **Membership:** Committee members shall be individuals living with HIV and AIDS. The membership size shall be unlimited. The committee may choose to have open membership or establish membership attendance or other requirements.
- c. **Relationship to jurisdictions:** The Consumer Access Committee shall be EMA-wide in its scope. It shall establish and maintain a structure that involves and links jurisdiction-specific PLWH groups to the EMA-wide committee.

### 2. **Needs Assessment and Comprehensive Planning Committee**

- a. **Duties:** The Needs Assessment and Planning Committee shall have primary responsibility for coordinating the comprehensive needs assessment process, and for receiving and reviewing data from a wide range of sources and ensuring that it is made available in user-friendly formats for Planning Council review and use in decision making. This includes working with the grantee to ensure a comprehensive, ongoing, multi-year needs assessment effort that meets legislative requirements and HRSA/HAB expectations, and reviewing and comparing many types of data such as epidemiologic, unmet need, other needs assessment, cost and utilization, quality improvement, and evaluation data from other committees, the grantee, and other sources. The Committee also coordinates Planning Council efforts in developing the three-year comprehensive plan and periodic review of plan progress. It also ensures Planning Council in the development of the Statewide Coordinated Statement of Need (SCSN) in the EMA jurisdictions.
- b. **Membership:** The Committee will have at least five (5) members who are Planning Council members. Its membership will also include non-Planning Council members.

### 3. **Care Strategy, Coordination, and Standards (CSCS) Committee**

- a. **Duties:** The Care Strategy, Coordination, and Standards (CSCS) Committee plays a lead role on behalf of the Planning Council in envisioning and supporting a comprehensive, high quality system of care for Ryan White-eligible PLWH living throughout the EMA. It ensures the development and the periodic review and updating of Standards of Care for funded service categories, and provides them to the grantee for use in quality management and program monitoring. It works with the grantee on evaluation of the effectiveness of service strategies, in cooperation with the grantee's evaluation of clinical measures, and reviews Quality Management findings by service category, then ensures that the data are shared with the Needs Assessment and Comprehensive Planning Committee. It establishes task forces as needed to develop or review standards of care, looks at models for service delivery for specific service categories, address issues related to the system of care, or review groups of services such as core medical services or supportive services. It works closely with the Needs Assessment and Comprehensive Planning Committee on developing an ideal system of care for the comprehensive plan, and helps to identify issues related to coordination of services, to ensure a comprehensive continuum of care in the EMA.
- b. **Membership:** The committee will have at least five (5) members who are Planning Council members. Its membership will also include non-Planning Council members. It shall regularly involve both additional Planning Council and non-Planning Council members as participants in task forces focusing on assignments related to Standards of Care and/or service delivery models for specific service categories or groups of service categories.

### 4. **Fiscal Oversight and Allocations Committee**

- a. **Duties:** The Fiscal Oversight and Allocations Committee shall be responsible for monitoring Part A expenditures and service utilization by service category, monitoring the Planning Council budget, and overseeing the PSRA process. This includes developing and regularly reviewing policies and procedures that guide PSRA activities carried out in the jurisdictions and the final decision making by the Planning Council. The committee reviews PSRA recommendations from the jurisdictions and forwards them to the full Planning Council with any recommended revisions. It establishes procedures for reallocations across service categories during the program year and works closely with the grantee to develop recommended reallocations for Planning Council action. The committee also manages the annual assessment of the efficiency of the administrative mechanism.
- b. **Membership:** The committee shall have at least five (5) members. Because of its responsibility for overseeing the PSRA process, all members must be members of the Planning Council. A majority of members shall be individuals who do not represent Part A-funded providers.

## E. Responsibilities and Membership of Governance Committees

### 1. **Membership Committee:**

- a. **Duties:** The Membership Committee shall be responsible for developing and implementing an open nominations process for Planning Council member recruitment, review of applications, interviews with applicants, and recommendation of nominees for Planning Council action. It is responsible for working with staff to ensure new member orientation as well as development of a training plan and provision of member training and development. It works with the logistics contractor to monitor Planning Council and committee meeting attendance and where necessary, recommends removal of members for non-participation based on Bylaws requirements. The Membership Committee shall ensure that the Planning Council membership meets representation requirements based on legislatively required membership categories and is reflective of the epidemic in the EMA.
- b. **Membership:** The Membership Committee shall include at least five (5) members. Because of the confidential nature of the committee's work, all its members must be Planning Council members. The Committee shall involve other Planning Council members to serve on interview panels to carry out personal interviews with applicants for the Planning Council.

### 6. **Bylaws, Policies, and Procedures Committee:**

- a. **Duties:** The Bylaws, Policies, and Procedures Committee shall be responsible for the development and periodic review and updating of the Planning Council Bylaws and other policies and procedures such as Conflict of Interest and Grievance procedures. It shall review policies developed by other committees (such as the Open Nominations Process and Priority Setting and Resource Allocations Process) to ensure that they meet Ryan White legislative requirement and HRSA/HAB guidelines, and are consistent with these Bylaws. The Committee shall also be responsive for overseeing the grievance process, which includes establishing panels as necessary to review grievances filed against the Planning Council.
- b. **Membership:** The committee shall include at least five (5) members. Because this is a governance committee and because it handles grievances, all committee members must be members of the Planning Council.

## X. **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 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:

Conflicted members must verbally disclose any conflict of interest at the beginning of each Planning Council or committee meeting using a procedure specified by the Planning Council, and at the beginning of a discussion related to which they have a conflict of interest. Members shall not make a motion or vote on any such matters, but may participate in discussion.

During priority setting and resource allocations or reallocations, a member with a conflict of interest shall not take part in voting related to that service category, such as setting the service priorities or allocations or recommending for that service category, except that s/he 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 or administrative agent, review specific sections of the RFA that are related to Standards of Care or directives established by the Planning Council.

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.

## **XI. OFFICIAL COMMUNICATIONS AND REPRESENTATION**

The spokespersons for the Planning Council are the Chair and the Community Co-Chair. 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 from the Council. 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.

## XII. FUNDING AND EXPENSE REIMBURSEMENT

- A. **Planning Council support funds:** The Planning Council shall work with the grantee to agree on the designation of funds for the effective operation of the Planning Council and its committees.
- B. **Long distance travel expenses:** When required to travel in the performance of their Planning Council duties, members may be reimbursed from Ryan White funds for their reasonable traveling expenses, including transportation, lodging, and per diem. In order to be reimbursable, such travel expenses must receive prior approval from the Chair or the Executive Committee and must meet grantee travel policies and procedures with regard to reimbursements.
- C. **Expenses of unaffiliated PLWH members of the Planning Council:** [Rewritten]  
Unaffiliated PLWH members of the Planning Council are entitled to reimbursement of actual expenses for transportation, child care, and lost wages related to attendance at a Planning Council or committee meeting or other official Planning Council activity or event. In accordance with its established policies, the Council also reimburses certain other actual expenses, with appropriate documentation, that are directly associated with the performance of Planning Council duties, such as certain copying or related expenses of Planning Council and committee Chairs and Co-Chairs. Reimbursements are made based on Planning Council-approved policies and must follow grantee reimbursement procedures.

## XIII. AMENDMENTS

The Planning Council is responsible for developing, reviewing, and recommending any needed amendments to the Bylaws. Revised Bylaws do not go into effect until they are approved by the Mayor's Office. 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 of Proposed Amendment to the Bylaws, Policies, and Procedures Committee.

Proposed amendments to the Bylaws may be initiated by the Bylaws, Policies, and Procedures Committee as part of its own regular review process, drafted by the Committee at the direction of the Planning Council or Executive Committee, or submitted in writing to the Bylaws, Policies, and Procedures Committee by a Planning Council member. The Bylaws, Policies, and Procedures Committee shall review the proposed amendments. Bylaws amendments shall be recommended to the Executive Committee for further consideration only if they are supported by majority vote of Bylaws, Policies, and Procedures Committee members at a meeting at which a quorum is present.

- B. Step 2: Submission to the Executive Committee.

The Executive Committee shall review proposed amendments as recommended by the Bylaws, Policies, and Procedures Committee and determine whether each proposed amendment should be presented for action by the 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 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 ten (10) days prior to the Planning Council meeting.

#### **XIV. GRIEVANCE PROCEDURES**

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 specific grievance procedures are included as Attachment 1 to these Bylaws. These grievance procedures are in accordance with HRSA's guidance.