

Central Florida HIV Planning Council Bylaws



Planning Body Bylaws approved by Planning Body on 08/30/2017
Approved by CEO on March 8, 2018
Amended on: Planning Council on September 25, 2020, CEO on November 20, 2020
Amended by Planning Council on May 25, 2022
Amended by Planning Council on April 26, 2023

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Article I: Name and Identity

Section 1.1 Planning Body Legal Name

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The name of the organization shall be the “Central Florida HIV Planning Council,” herein referred to as the “Planning Body.”

Section 1.2 **Service Area**

The Planning Body service area includes Brevard, Orange, Osceola, Lake, and Seminole Counties. It combines the following:

1. The Orlando Eligible Metropolitan Area (EMA) as specified by the Health Resources and Services Administration’s HIV/AIDS Bureau (HRSA/HAB) for services under Part A of the Ryan White HIV/AIDS Treatment Extension Act of 2009, and
2. Area 7 of the State of Florida, as specified by Florida Department of Health for services under Part B of the same legislation.

Section 1.3 **Principal Office of the Planning Body**

The Principal Office of the Planning Body shall be the offices of the Planning Body Support contractor, Heart of Florida United Way, 1940 Cannery Way, Orlando, Florida 32804.

Section 1.4 **Recipients and Lead Agency**

The Part A recipient is the Orange County Health Services Department, 2002-A East Michigan Street Orlando, Florida 32806.

The Part B and General Revenues recipient is the Florida Department of Health, 6101 Lake Ellenor Drive, Orlando, FL 32809.

The Lead Agency for Part B and General Revenue is the Heart of Florida United Way, 1940 Cannery Way, Orlando, Florida 32804.

Article II: Purpose and Duties

Section 2.1 **Appointment of the Planning Body**

The Planning Body is appointed by and serves at the discretion of the Orange County Mayor, designated Chief Elected Official (CEO) in accordance with Part A of the Ryan White HIV/AIDS Treatment Extension Act of 2009 or subsequent reauthorizations. It operates in compliance with the requirements and the spirit of the Florida Sunshine Law, which is located in section 286.011, Florida Statutes.

Section 2.2 **Vision**

The Planning Body envisions a quality continuum of care for all individuals and families infected with, affected by, and at risk for HIV disease.

Section 2.3 **Mission**

The Mission of the Planning Body is to improve the quality of life of individuals with HIV disease by responding to their existing and emerging needs, and to

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provide educational and behavioral strategies to reduce and prevent the spread of HIV disease.

Section 2.4

Core Values

The core values of the Planning Body are Empowerment, Commitment, Quality, and Integrity.

Section 2.5

Purpose and Role

The role of the Planning Body is to carry out planning for the Ryan White HIV/AIDS Part A and Part B Programs in the Orlando area, implementing the roles specified in the current Ryan White legislation.

The Planning Body shall provide a forum for the infected and affected members of the community, providers, and other HIV stakeholders. It shall serve as:

- A decision-making Council regarding the use of Part A funds, including Minority AIDS Initiative (MAI) funds,
- An advisory Council to the State regarding the use of Part B and General Revenue funds, and
- An advisory Council on prevention that prioritizes HIV prevention strategies and interventions for state-identified risk populations.

The Planning Body shall advise the CEO, the Mayor of Orange County, Florida, on issues related to the prevention and treatment of HIV disease and perform other duties assigned by the CEO.

Section 2.6

Responsibilities

The Planning Body shall meet all responsibilities stated in Ryan White legislation or specified through guidance from the funding agencies. Its responsibilities shall include, but not be limited to, the following:

1. Assess the service area’s HIV/AIDS service needs and gaps, including the needs of those who know their HIV status but are not receiving HIV-related primary medical care, as well as disparities in access to care across affected groups.
2. Establish priorities for the allocation HIV funding for Part A including MAI, Part B, and General Revenue grants, using a data-based decision-making process.
3. Develop a Comprehensive/Integrated HIV Prevention and Care Plan for the service area that is compatible with existing State and local plans and is based partly on participation in the development of a Statewide Coordinated Statement of Need (SCSN).
4. Assess the efficiency of the Administrative Mechanism of the recipient in rapidly disbursing Part A funds to the areas of greatest need within the

eligible area and, if determined to be necessary, assess the effectiveness of the services offered in meeting identified needs.

5. Promote collaboration among all recipients and sub-recipients and other community-based organizations (CBOs) delivering HIV-related health, prevention, and social services.
6. Promote a comprehensive continuum of care throughout the service area; this includes identifying strategies to improve the entire HIV care continuum, from primary prevention through viral suppression.
7. Provide information to community providers and stakeholders in order to increase awareness of and accessibility to HIV-related services.
8. Evaluate the effectiveness of the planning process.

Article III: Members

Section 3.1 **Regular Members**

The CEO shall appoint members of the Planning Body. Regular members shall be selected in accordance with federal requirements, these Bylaws, the Planning Body's open nominations process, and other applicable policies and procedures that are adopted by the Planning Body and approved by the CEO.

Section 3.1.1 **Number of Members**

The Planning Body shall have not less than 15 and not more than 35 regular voting members.

Section 3.1.2 **Member Diversity**

Member recruitment efforts are expected to ensure that the Planning Body as a whole and its consumer members reflect the diversity of the area's at-risk and affected populations, demographically and geographically, as well as HIV-related institutional and community-based prevention, health, and support service providers.

Best efforts shall be made to ensure that the number of members from each county reflects that county's percent of all persons living with HIV disease, based on the most recent prevalence data.

Section 3.1.3 **Membership Composition**

In compliance with applicable statutory and regulatory requirements, membership shall include the following groups and individuals:

1. Not less than one-third of voting members, excluding vacancies, shall be unaligned consumers. Unaligned consumers are individuals who are

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receiving HIV-related services pursuant to a Ryan White Part A, Part B, or General Revenue funded grant; and are not officers, directors, trustees, salaried employees, paid consultants or contractors/subcontractors, or stipend volunteers of any entity that receives or is applying for HIV funding from Part A, Part B, or General Revenue funds. For purposes of the preceding sentence, an individual shall be considered to be receiving such services if the individual is a parent of, or a caregiver for, a minor child who is receiving such services. Consumers as a group shall reflect the demographics of the service area population of individuals with HIV/AIDS.

2. As required in the Ryan White legislation, the Planning Body shall include representatives of:
 - 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 [considered two separate categories];
 - 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;
 - I. State government (including the State Medicaid agency and the agency administering the program under Part B) [considered two separate categories];
 - J. Recipients under subpart II of Part C;
 - K. Recipients under section 2671 [Part D], or, if none are operating in the area, representatives of organizations with a history of serving children, youth, women, and families living with HIV and operating in the area;
 - L. Recipients of other Federal HIV programs, including but not limited to providers of HIV prevention services; and
 - M. Representatives of individuals who formerly were Federal, State, or local prisoners, were released from the custody of the penal system during the preceding three years, and had HIV/AIDS as of the date on which the individuals were so released.

3. Members shall represent only one legislatively required membership category at a time, even though they may be qualified to fill more than one, with this exception: One person may represent both the Substance Abuse provider and the Mental Health provider categories if that individual's agency provides both types of services and the person is

familiar with both programs. As membership changes, a member may be moved from one category to another in order to meet legislative requirements, including legislatively mandated reflectiveness requirements.

4. Only one person per Part A or Part B funded provider or public agency shall serve as a member on the Planning Body, unless only that entity is able to provide staff to meet another legislatively required seat (e.g., the same agency has funding for the only Part C program and the only Part D program).

The Planning Body shall also encourage membership from the following types of organizations: educational institutions, business groups, financial institutions, religious groups, home health agencies, hospice agencies, hospitals, public health and social service societies, and other interested stakeholder entities.

- 5.

Section 3.1.4

Individuals Ineligible for Membership

A person who is registered or is required to register as a lobbyist under Chapter 2, Article X of the Orange County Code of Ordinances, or who is employed by a person registered or required to register under that chapter, is not eligible to serve on the Planning Council. Such a person becomes eligible three years after the date that the person ceases to be registered, required to be registered, or employed by a person registered or required to be registered.

An individual is not eligible for Planning Body membership unless that individual agrees to meet all applicable Conflict of Interest requirements, as specified in Section VIII and in State and County legislation and guidelines.

Section 3.1.5

Pre-Service Requirements

1. Following approval by the CEO, a person shall become eligible to serve on the Planning Body when the individual has:
 - Attended one meeting of the Planning Body and one meeting of a standing committee,
 - Completed orientation, and
 - Signed a written acknowledgment that he/she has:
 - Received a copy of and agrees to comply with the above, if applicable,
 - Agrees to comply with the County’s ethics and personal responsibility guidelines, and
 - Agrees to complete training regarding the Florida Sunshine Laws (Florida Statutes Chapter 119).

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2. Each member must complete a training course on open meetings and a course on ethics provided by County staff. This training shall be completed no later than the 90th day after the member's appointment.

Section 3.2 **Associate Members**

The Planning Body may include an Associate Member category and provide for the details of such category, including roles, qualifications, and selection, in the Policies and Procedures of the Planning Body. An Associate Member shall have no vote in the meetings of the Planning Body, but shall have full voting rights in committee meetings. The CEO shall appoint all Associate Members based on recommendations from the Planning Body.

Section 3.3 **Non-Voting Members**

There shall be two non-voting members, the Part A Recipient Representative and the Part B Lead Agency Representative.

Section 3.4 **Member Responsibilities**

Each member of the HIV Planning Body is expected to:

- Prepare for, attend, and participate actively in monthly Planning Body meetings;
- Join and participate actively in one Planning Body committee;
- Attend the data presentation and participate in the annual priority setting and resource allocations process;
- Assist in providing information, referral, advocacy, support, and education regarding HIV disease;
- Actively participate in the recruitment of new Regular and Associate members;
- Meet all federal, state, and county conflict of interest requirements; and
- Follow the current approved Rules of Conduct.

Section 3.5 **Open Nominations Process**

1. The Planning Body shall solicit nominations for consideration for appointment to the Planning Body through an open nominations process, as required in the Ryan White legislation and detailed in specific policies and procedures established by the Planning Body.

Nominees shall be recommended for membership based on legislative requirements and criteria publicized by the Planning Body. The criteria shall include representation, reflectiveness, and Conflict of Interest standards.
- 2.
3. Requirements for an open nominations process do not eliminate or change the authority of the CEO to appoint members of the Planning Body.

Section 3.6 **Terms and Vacancies**

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A member term shall be three years, with approximately half of members recommended to the CEO for membership in even-numbered years and half in odd-numbered years. A slate of members shall be recommended to the CEO in August of each year, so that appointments can be made in September and terms can begin in October. If appointments are delayed, the current members shall serve until their successors are appointed and seated.

Recruitment will continue year-round to fill any vacancies that may occur.

In accordance with Orange County ordinance, an individual shall not serve more than 6 consecutive years without a break in membership of at least 12 consecutive months. If a member resigns or otherwise vacates a seat before the expiration of his or her term, a replacement shall be appointed to serve the remainder of the term. A member who fills an unexpired term may serve a maximum of six consecutive years on the Planning Council prior to a break of at least 12 months, based on County requirements. All vacancies occurring at times other than expiration of terms shall be filled as soon as possible. The Membership & Engagement Committee shall monitor vacancies and terms of office and membership pursuant to established Planning Body policies and procedures.

Term limits shall not apply to a member who is the only person who can fill a required slot. A waiver of the six-year time limit shall be sought from the County where necessary.

Section 3.7

Attendance

1. Members are expected to be punctual and to participate in the entire meeting. A member is considered present at a meeting if the individual is present for the initial roll call and any additional roll calls during a meeting. Roll calls are taken several times at Data Presentations and at Annual Resource Allocation meetings.
2. A member, who has two consecutive unexcused absences from meetings of the full Planning Body, or two consecutive committee meetings, shall be contacted by the Chair or the Chair's designee and be instructed to attend the next meeting or resign from the Planning Body. The member's absence without excuse at the time of the roll call at the beginning of the next meeting shall be considered the third consecutive unexcused absence. This absence shall be considered a resignation and shall automatically remove the member from the Planning Body.
3. A member who seeks to resign from the Planning Body shall submit a letter of resignation to the Chair or to Planning Body Support staff. If possible, the resignation should provide thirty days' notice to allow time for nomination and appointment of replacement.

Section 3.8

Termination of Membership

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1. A member serves at the discretion of the CEO, the County Mayor. Conduct or behavior that the Planning Body deems to interfere with the business of the Planning Body or have a negative impact on the community's confidence in the Planning Body shall be grounds for termination of membership. This includes serious or continued violation of the Rules of Conduct.
2. When termination is considered, the Executive Committee shall establish a special disciplinary committee to review the issue and make a recommendation to the full Planning Body. A majority vote by the Planning Body shall be required to recommend to the CEO that membership be terminated. The CEO may terminate the membership of a Planning Body member with or without the recommendation or approval of the Planning Body.

Article IV: Officers

Section 4.1

General

Officers shall include a Senior Co-Chair, a Junior Co-Chair, a Prevention Consumer Representative, and a Patient Care Consumer Representative, and a Representative to each component of the Florida Comprehensive Planning Network (FCPN), the Patient Care Planning Group (PCPG) and the Prevention Planning Group (PPG).

The Co-Chairs shall not be employees of Orange County.

In the absence of the Co-Chairs, the Chair of the Membership & Engagement Committee shall serve as Chair *pro tempore*.

Section 4.2

Term of Office

Officers shall serve for two years or until their successors are elected and seated with the exception of the FCPN Representatives and Alternates who shall serve for 3 years. The first year of a Co-Chair's term is generally served as Junior Co-Chair and the second year as Senior Co-Chair.

Section 4.3

Nomination of Officers

Nominations for officers shall open on June 1st and close at the August Planning Council Meeting. Members may nominate verbally in a meeting or in writing. The Membership & Engagement Committee shall receive all nominations, verify each nominee's eligibility to serve in office, and report its findings to the Executive Committee, which shall review this report and present the nominees to the Planning Council. The CEO shall approve nominees for Co-Chair prior to election.

Only members of the Planning Body who have served for one full year on the Planning Body or any HIV or equivalent planning group shall be eligible for nomination as Co-Chair. This requirement shall not apply to the offices of

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Prevention and Patient Care Consumer Representative. Only members of the Planning Body who are disclosed HIV-positive individuals and are consumers of HIV prevention or care services shall be eligible to serve as the Patient Care Consumer Representative.

Section 4.4 **Election of Officers**

The Junior Co-Chair and the Consumer Representatives shall be elected by a majority vote by signed ballot at the annual meeting in September, with terms beginning in October. Officers with the exception of the Co-chairs, may be elected to a second term only through an affirmative vote of two-thirds of Planning Body members who are present at the meeting.

The Planning Body shall elect FCPN Representatives and Alternates in September in odd-numbered years.

Section 4.5 **Ascent to Office**

At the end of one year as Junior Co-Chair, of the Planning Body the Junior Co-Chair shall become the Senior Co-Chair for one year.

Upon any vacancy in the office of Senior Co-Chair, before the expiration of the term, the Junior Co-Chair shall automatically become Senior Co-Chair for the remainder of the term. If a vacancy occurs in the office of the Junior Co-Chair, the Planning Body shall elect a new Junior Co-Chair to serve for the remainder of the two-year term.

Section 4.6 **Requirements for Representatives to the Florida Comprehensive Planning Network**

Representatives and Alternates to the FCPN must be Planning Body members throughout their terms. To be eligible for nomination, they must have at least three years of remaining eligibility as Planning Body members. Officers who meet this requirement are eligible for nomination. Florida Department of Health (DOH) employees are not eligible.

A Representative or Alternate who resigns or is terminated from the Planning Body is no longer eligible to represent the Planning Body on the FCPN and is automatically considered to have resigned.

Section 4.7 **Duties of the Senior Co-Chair**

The Chair's duties and responsibilities include, but are not limited to the following:

1. Chair Planning Council and Executive Committee meetings.
2. Represent the Ryan White Part A Planning Body to the CEO, Recipient Representative, HRSA, and other interested parties.
3. Direct the affairs of the Planning Body as its administrative officer.
4. Preside at all meetings of the Planning Body.

5. Act as an ex officio member of half the standing and special committees, with the others assigned to the Junior Co-Chair.
6. Propose the agenda for every meeting of the Planning Body and Executive Committee.
7. Appoint a parliamentarian.

Section 4.8

Duties of the Junior Co-Chair

The Junior Co-Chair shall be in training to succeed as Senior Co-Chair. The Junior Co-Chair’s duties and responsibilities shall include, but are not limited to the following:

1. Fulfill the duties of the Senior Co-Chair at any meeting in the absence of the Senior Co-Chair.
2. Act as an ex officio member of half the standing and special committees, as assigned by the Senior Co-Chair.
3. Assist the Senior Co-Chair when requested.
4. Assume other duties as assigned by the Executive Committee.

Section 4.9

Duties of the Consumer Representatives

The Prevention and Patient Care Consumer Representatives’ duties and responsibilities shall include, but not be limited to, the following:

1. Represent the Planning Body in the community and self-disclose their status to the public at large.
2. Serve as Chair and Vice-Chair of the “Ryan White PWH Community Meeting,” as determined by the Senior Co-Chair of the Planning Council:
 - With the Chair presiding and proposing the agenda for each meeting of the “Community Meeting,” and
 - With the Vice-Chair performing these duties in the absence of the Chair.
3. Participate in and support other “Community Meetings” established by the Planning Body.
4. Provide reports of “Community Meeting” activities to the Executive Committee and the full Planning Body.

Section 4.10

Duties of the Representatives to the FCPN

The duties and responsibilities of the Representatives to the two FCPN groups shall be the following:

1. Participate at PCPG and PPG meetings and report on activities of the Planning Body.
2. Report to the Planning Body on the activities of these planning groups.
3. Serve on at least one committee/workgroup of their planning group.
4. Notify The AIDS Institute (TAI) if either they or their Alternate cannot participate on a scheduled call.
5. Notify the Alternate when unable to participate in assigned planning activities.

Section 4.11 **Duties of the Alternate Representatives to the FCPN**
Duties and responsibilities of the Alternate shall be to fulfil the role of the PCPG or PPG Representative in the absence of their Representative from FCPN activities.

The PCPG and PPG Alternates shall be prepared to ascend to the Representative position in the event of a vacancy. If this ascension occurs, the Planning Body shall elect a new Alternate to complete the term of the vacant Alternate position.

Article V: Membership Responsibilities

Section 5.1 **Committee Assignments**
Members are required to serve on at least one standing committee. Members may indicate any committee preferences to the Membership & Engagement Committee, which will consider these preferences and Planning Body needs and recommend members for appointment to a committee as their primary committee, with the Executive Committee making final appointments. Members may elect to join one other standing committee (elective committee).

Section 5.2 **Rules of Conduct**
Members shall follow the current approved Rules of Conduct, which are included in the Planning Body's Policies and Procedures.

Section 5.3 **Disciplining of Members**
Members who violate the Rules of Conduct, interfere with the business of the Planning Body, or have a negative impact on the community's confidence in the Planning Body may be recommended for reprimand, censure, suspension, or removal, as defined in the Policies and Procedures for the Rules of Conduct and in Section 3.8 of these Bylaws.

Article VI: Planning Body Meetings

Section 6.1 **Planning Body Meetings**

Section 6.1.1 **Annual Meeting**
There shall be an annual meeting of the Planning Body in September. The Planning Body shall elect officers at the annual meeting.

Section 6.1.2 **Meeting Frequency, Time, and Location**
The Planning Body shall meet at least 10 times per year and may meet more frequently if necessary. These meetings shall include regularly scheduled Planning Body meetings and training sessions as well as the Annual Data Presentation, Annual Priority Setting, and Annual Resource Allocation meetings. The Planning Body shall establish a meeting schedule and determine the times

and locations of such meetings, as specified in Planning Body Policies and Procedures related to Meetings.

When there is a conflict between the bylaws and county advisory board policy, the county policy shall take precedent. The Chair may appoint an ad-hoc bylaws committee to propose bylaws changes to resolve the conflict if in the Chair's estimation the conflict will be ongoing.

Section 6.1.3 **Open Meetings**

The following are Open Meeting Requirements in accordance with criteria established by HRS and the Florida Sunshine Law:

1. The meetings of the Planning Body shall be open to the public and shall be held only after adequate notice to the public.
2. The records, reports, transcripts, minutes, and agenda and other documents made available to or prepared for or by the Planning Body shall be available for public inspection and copying at the offices of Planning Body Support.
3. All meeting records shall be available for public inspection. The Planning Body shall keep minutes of each meeting of the Planning Body and its committees. A Co-Chair of the Planning Body or the Chair of a committee shall certify the accuracy of all minutes within seven days of their approval. Approved minutes shall be posted on the Planning Body's website.

Section 6.1.4 **Public Comment Period**

In accordance with County Resolution 2013-M-41, the Planning Body will provide an open public comment period at the beginning of each meeting.

Section 6.1.5 **Action Items**

Planning Body members shall receive information on Action Items for discussion prior to the vote being taken at a Planning Body meeting.

Section 6.1.6 **Participation through Electronic Means**

Members of the Planning Body may connect to meetings from a distance through electronic means such as teleconference calls, in compliance with Planning Body Policies and Procedures stating limits, requirements, and criteria for such participation. A physical space will always be provided for meetings so that members and the public can participate in person

Section 6.1.7 **Quorum**

A quorum is the presence of a majority of current Planning Body members at any Planning Body Meeting, including Annual Data Presentation, Annual Priority Setting and Annual Resource Allocation. If quorum is not established, the only action that can legally be taken is to fix the time for adjournment, adjourn, recess, or to take measures to obtain a quorum.

The Planning Council may change the number of members required to establish a quorum by a two-thirds vote in the event that the Planning Council determines that an in-person meeting may prove a risk to the members.

Section 6.1.8 **Chair Pro Tem**

In the absence of both the Planning Body Senior Co-Chair and Junior Co-Chair from a regularly scheduled Planning Body meeting, the Membership & Engagement Committee Chair shall serve as Chair pro tem to preside during that meeting. If all three are absent, the meeting shall not be called to order.

Section 6.2 **Special Meetings**

The Planning Body may convene a special meeting at a time different from that of any regular meeting in order to consider one or more items of business, which must be specified in the notification for the special meeting. A special meeting shall be convened only when an item of business must be decided prior to the next scheduled meeting, to meet funder requirements and/or to safeguard HIV services, and when the Executive Committee cannot take action on the Planning Body's behalf.

Section 6.3 **Notification of Meetings**

Notification of Meetings shall be provided in accordance with Florida Sunshine Laws. Planning Body Support staff shall provide at least ten business days' notice of the date, time, and location of Planning Body and Committee meetings. Special meetings require a notice of at least five full business days. Members shall receive notification in accordance with the Planning Body's Policies and Procedures on Meetings.

Article VII: Committees

Section 7.1 **Executive Committee**

The Executive Committee is responsible for managing and coordinating the work of the Planning Council and acts on its behalf in special circumstances.

Membership

Section 7.1.1 The Executive Committee members shall include the Planning Body Senior Co-Chair, Junior Co-Chair, Chairs of standing committees, Part A and Part B Recipient Representatives, the Prevention and Patient Care Consumer Representatives, and the FCPN Representatives. The Part A and B Recipient Representative shall be non-voting member of the Executive Committee. Standing Committee Vice Chairs shall have voting privileges at the Executive Committee only if they are attending in the absence of their committee's Chair. FCPN Alternate Representatives shall have voting privileges only in the absence of the Representatives.

Section 7.1.2 **Meetings and Quorum**

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The Executive Committee shall meet at least one week prior to each Planning Body meeting.

A majority of voting Executive Committee members, including at least one consumer representative and one standing committee Chair, constitutes a quorum for doing business.

The Planning Council may change the number of members required to establish a quorum by a two-thirds vote in the event that the Planning Council determines that an in-person meeting may prove a risk to the members.

The Planning Body Senior Co-Chair, Junior Co-Chair, or Membership & Engagement Committee Chair serving as Chair Pro Tem must be present to call the Executive Committee to order.

Section 7.1.3 **Responsibilities**

The Executive Committee's responsibilities shall include, but not be limited to, the following:

1. Managing and coordinating the work of the Planning Body, delegating tasks to Planning Body standing and ad hoc committees in order to ensure coordination and compliance with all administrative deadlines.
2. Playing a lead role in working with Planning Body Support staff on such issues as budget and Planning Body work plans.
3. Reviewing and approving plans, actions, and recommendations of standing and ad hoc committees prior to their presentation for action by the full Planning Body. This includes member and officer nominations.
4. Finalizing the Planning Body agenda prior to each meeting.
5. Appointing members to committees, based on recommendations from the Membership & Engagement Committee.
6. Managing review and updating of Bylaws and Policies and Procedures. Reviewing and updating as necessary the Memorandum of Understanding between the Recipient and the Planning Body.
7. Establishing ad hoc committees as necessary, including special disciplinary committees.
8. Acting on behalf of the Planning Body in special circumstances.
- 9.

Section 7.2 **Standing Committees and Their Responsibilities**

The Planning Body shall have two standing committees: Membership & Engagement and Service Systems Planning and Quality. . The Planning Body may merge or modify committees or establish new committees by majority vote or by revision of these Bylaws.

Section 7.2.1 **Membership & Engagement Committee**

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Approved by CEO on March 8, 2018

Amended on: Planning Council on September 25, 2020, CEO on November 20, 2020

Amended by Planning Council on May 25, 2022

Amended by Planning Council on April 26, 2023

Membership on the Membership & Engagement Committee shall be open to all Planning Body Members and Associate Members. The duties and responsibilities of the committee shall include, but not be limited to, the following:

1. Manage the open nominations process for Members and Associate Members, recruiting, reviewing, interviewing, and recommending applicants for membership nomination as mandated by HRSA guidelines.
2. Only full Planning Body Members shall participate in this activity. Maintain the Membership Matrix and use it to monitor representation of required slots, reflectiveness, and PIR (parity, inclusion, and representation) of the Planning Body.
3. Develop and oversee ongoing member training, leadership development, and mentoring programs.
4. Develop strategies for membership retention.
5. Recommend committee assignments for all members. Only full Planning Body Members shall participate in this activity.
6. Maintain input and information exchange with the “Ryan White PWH Community Meeting.”
7. Development of marketing and recruitment strategies.
8. Work with Planning Council Support to ensure that the Planning Body Facebook page and website are up to date.
9. Outreach to engage PWH subpopulations and affected communities. Public information and education efforts.
10. Support of testing and other community events and activities.
11. Input from and information exchange with the “Ryan White PWH Community Meeting” and any other “Community Meetings” established by the Planning Body.

Section 7.2.2 **Service Systems Planning & Quality Committee**

Membership on the Service Systems Planning & Quality Committee shall be open to all Planning Body Members and Associate Members. The duties and responsibilities of this committee shall include, but not be limited to, the following:

1. Develop, regularly review, and update the jurisdiction’s Comprehensive/Integrated Plan for HIV Prevention and Care, in collaboration with the Part A and Part B recipients.
2. Work with Planning Body Support to carry out needs assessment efforts, identifying unmet needs, service gaps, and the needs of special populations, and presenting findings to the full Planning Body.
3. Oversee the development and implementation of the annual Priority Setting and Resource Allocations (PSRA) process, including data presentations.
4. Provide data on other funding streams as input to the allocation of Part A, Part A MAI, and Part B funds.
5. Oversee the allocation of resources to priority service categories under Part A, Part A MAI, and Part B, including consideration of costs associated with implementing recommended ways to best meet needs.

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6. Ensure that all PSRA-related activities follow approved processes as specified in the Planning Body’s Policies and Procedures.
7. Review monthly expenditures by service category as provided by the Part A and Part B recipients.
8. Recommend reallocations across service categories as required during the program year.
9. Facilitate collaborative planning between all Parts of the Ryan White Program and other governmental and community-based agencies.
10. Recommend, develop, and prioritize special studies and projects based on the Comprehensive/Integrated Plan.
11. Maintain input and information exchange with the “Ryan White PWH Community Meeting.”
12. Assess the effectiveness of the service delivery system within the service area in meeting identified needs via aggregated data provided by the recipient; and make strategic recommendations for improvement.
13. Monitor and assess the efficiency of the administrative mechanism in rapidly allocating funds to the areas of greatest need within the service area.
14. Monitor and assess the processes of the Planning Body.
15. Monitor and assess the impact of Part A, Part B, and General Revenue funds and programs within the service area as outlined in the current Comprehensive/Integrated Plan.
16. In collaboration with the recipients, develop and maintain Standards of Care, in accordance with available best practice standards for the relevant service categories.
17. Maintain input and information exchange with the “Ryan White PWH Community Meeting.”

Section 7.3

Standing Committee Chairs and Vice Chairs

Each Standing Committee shall elect a Chair and a Vice Chair from among its members at the first meeting following the Annual Meeting in September. Chairs and Vice Chairs must be Planning Body members. They shall serve a one-year term but may be re-elected for a second term by a two-thirds vote of the committee members present at this meeting. Committee Chairs are members of the Executive Committee; Vice Chairs attend and vote in the Executive Committee when their Committee Chair is unable to attend.

Standing Committee Chairs

The Committee Chair’s duties and responsibilities shall include, but not be limited to, the following:

Section 7.3.1

1. Direct the affairs of the committee as its administrative officer, chairing meetings, reviewing minutes, and working with Planning Body Support staff to ensure that the committee has the data and materials to carry out its work successfully.

2. Develop an annual work plan for the committee based on legislative responsibilities and the Integrated/Comprehensive Plan.
3. Identify the committee’s training needs and work with the Membership & Engagement Committee and Planning Body Support staff to meet these needs.
4. Propose the agenda for each meeting in conjunction with the Committee Vice Chair.
5. Provide reports of committee activities and recommendations to the Executive Committee.
6. Obtain Executive Committee approval of work plans and any needed revisions.

Section 7.3.2 Standing Committee Vice Chairs

Standing Committee Vice Chairs shall serve a one-year term. The Vice Chair shall automatically ascend to the Chair position upon resignation or removal of the Committee Chair, to complete the former Chair’s term of office. Vacancies shall be filled via election at the next regular Committee meeting, to complete the term of office. The Committee Vice Chair’s duties and responsibilities shall include, but not be limited to, the following:

1. Fulfill the duties of the Chair at any meeting in the absence of the Chair.
2. Assist the Chair in providing leadership and support to the Committee.
3. Attend Executive Committee meetings as a voting member in the absence of the Committee Chair.

Section 7.4 Standing Committee Meetings

Standing committees shall meet monthly or as needed to carry out their assigned responsibilities and complete their work plans.

A standing committee may be convened by its Committee Chair or Vice Chair. In their absence, the Planning Body Co-Chair acting as an ex-officio member may call the meeting to order; otherwise the meeting shall not be convened.

Section 7.5 Standing Committee Quorum

A quorum for committee meetings is three committee members, provided that at least one PWH member of the Planning Body is present. If a quorum is not established, the only actions that can legally be taken are to fix the time for adjournment, adjourn, recess, or take measures to obtain a quorum. Members of the Executive Committee and other committees may connect to committee meetings from a distance through electronic means in compliance with a specific Planning Body policy stating limits, requirements, and criteria for such participation. A physical space will always be provided for committee meetings so that members and the public can participate in person

Section 7.6 Special Committees and “Community Meetings”

The Executive Committee may establish special or ad hoc committees as needed to accomplish the work of the Planning Body. Such committees shall be time-limited committees established to carry out specific defined tasks.

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The Planning Body shall also establish “Community Meetings” as needed, to engage people living with HIV disease or special target populations, as recommended by the Executive Committee and established by majority vote of the full Planning Body. One of these groups shall be the “Ryan White PWH/A Community Meeting.” “Community Meetings” shall have specified purposes and membership and may be either time-limited or ongoing.

Article VIII: Conflict of Interest

Section 8.1 **Conflict of Interest Definition and Scope**

As defined in the Ryan White Part A Manual, Conflict of Interest (COI) is “an actual or perceived interest in an action that will result or has the appearance of resulting in personal, organizational, or professional gain.” Conflict of interest does not refer to persons living with HIV disease “whose sole relationship to a Part A funded provider is as a client receiving services or an uncompensated volunteer.”

A Planning Body member or immediate family member has a conflict of interest if that individual serves as a director, trustee, board member, salaried employee, or compensated consultant or contractor/subcontractor of an entity funded or applying for Part A, Part B, or General Revenue funds. Immediate family members as defined by County Ordinance include father, mother, son, daughter, husband, wife, brother, sister, father-in-law, mother-in-law, son-in-law, or daughter-in-law. A member who has a conflict of interest with regard to an identified service category is considered to have a conflict of interest regardless of whether the funding involved is from Part A, Part B, or General Revenues. Being an uncompensated volunteer does not create a conflict of interest, but being a volunteer who receives a stipend does.

A member may not participate in discussions or vote on issues on which the member or an immediate family member has a real or perceived conflict of interest. With regard to funding priorities or allocations, members with a conflict may vote only on a slate of at least three service categories.

Ryan White legislation does not permit the Planning Body to “be directly involved in the administration of a grant,” or to “designate (or otherwise be involved in the selection of) particular entities as recipients of any of the amounts provided in the grant.” In addition, the legislation states that: “A Planning Body member who has a financial interest in an entity, is an employee of or consultant to a public or private entity, or is a Board member of a public or private organization that receives or is seeking funding from Ryan White [Part A] grant funds, will not participate, directly or in an advisory capacity, in the process of selecting entities to receive such funding for such purposes.” [Ryan White HIV/AIDS Treatment Extension Act, Section 2602(b)(5)(A) and (B)]

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Section 8.2 **Disclosure of Conflict of Interest**
Planning Body Members shall sign a Conflict of Interest Disclosure Form at least annually, and must update the form within five business days after acquiring a COI. A declared conflict remains active for six months after the conflict ends.

Section 8.3 **Member Responsibility during Meetings**
Members shall receive and are expected to follow applicable local, state and federal rules governing COI. It is the responsibility of each Planning Council member to disclose all conflicts of interest at the beginning of each meeting. A Conflict of Interest Grid is distributed at the beginning of each meeting to identify and acknowledge all Members' conflict(s) of interest in terms of the agencies with which they are associated and the service categories for which these agencies have or are seeking funding. All members are responsible for declaring their own conflicts of interest and those of family members as defined by County Ordinance.

Members shall refrain at all times from referring to specific agencies that are funded or seeking funds.

The Planning Body's processes for managing conflict of interest are further detailed in the Policies and Procedures.

Article IX: Voting

Section 9.1 **Eligibility**
Voting privileges for members shall commence after appointment by the CEO and completion of orientation and other pre-service requirements as specified in Section 3.1.

Section 9.2 **Rights and Responsibilities**
Each member of the Planning Body who is eligible to vote shall have the right and responsibility to do so. Each member must vote yes or no on each issue with which the member has no conflict of interest. The presiding Co-Chair has the same voting rights as any other Planning Body or committee member. However, the presiding Co-Chair may choose not to declare a vote.

Section 9.3 **Voting at Priority Setting and Resource Allocation**
To be eligible to vote during the annual Priority Setting and Resource Allocation processes, each member must have attended the Annual Data Presentation and have been present for all roll calls occurring throughout that presentation, unless granted an exception as defined in the Planning Body's Policies and Procedures.

Section 9.4 **Manner of Voting**
Voting shall be in accordance with the Florida Sunshine Law and as follows:
1. Show of hands for parliamentary actions.

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2. Roll Call vote for action items and recommendations.
3. Written ballot during elections, with ballots including the voter's name and signature.
4. E-voting, via online surveys or email, shall be considered an approved manner of voting in emergency circumstances, such as but not limited to any event that the Planning Council determines that an in-person meeting may pose a risk to the members or any event in which a vote is required before the next scheduled Planning Council meeting.

Article X: Grievances

Section 10.1 **Grievances**

For managing disputes and grievances related to the Part A Planning Body processes, the Planning Body shall establish formal Grievance Procedures that meet Ryan White legislative requirements.

The Planning Body shall not become involved in consumer complaints or grievances about services or a specific provider. The Planning Body should address system-wide concerns, which relate to an entire service category or the system of care.

Article XI: Parliamentary Authority

Section 11.1 **Planning Body Procedures**

The rules contained in the current edition of *Robert's Rules of Order* Newly Revised shall govern the Planning Body in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Planning Body may adopt.

Article XII: Amendments

Section 12.1 **Amending the Bylaws**

The CEO may amend these Bylaws at any time. Proposed amendments shall be reviewed by the Executive Committee. Upon approval by the Executive Committee, the Bylaws along with the proposed amendments, revisions, or changes shall be forwarded to the full membership for a thirty-day review period. Voting may occur at the next scheduled general membership meeting. Bylaws changes require a two-thirds affirmative vote of the current members of the Planning Body.

The CEO must approve Bylaws changes.