

Central Florida HIV Planning Council (CFHPC)

Bylaws Ad Hoc Committee Minutes

June 18, 2025

Call to Order: The Membership & Engagement Chair, acting as chair pro tem, Fredrick (Vel) Cline, called the meeting to order at 2:40 PM at Heart of Florida United Way located at 1940 Cannery Way, Orlando, FL 32804.

Members Present: Kara Johnson Williams, Fredrick (Vel) Cline, Maria (Angie) Buckley, Ira Westbrook (via teleconference), Rene Cotto-Lewis (via teleconference), Suanne Vazquez (via teleconference)

Recipient & Lead Agency Staff Present: Claudia Yabrudy

PCS Staff Present: Whitney Marshall, David Bent

Approval of the agenda:	<p>The committee reviewed the meeting agenda and recommended the following changes:</p> <ul style="list-style-type: none">- Change Ira Westbrook's name to Vel Cline for the Call to Order and the approval of the agenda and minutes sections.- Change Ira Westbrook's name to Kara Johnson Williams for the section that opens with the CFHPC vision and mission. <p>Motion: Kara Johnson Williams made a motion to accept the agenda with the recommended changes. Angie Buckley seconded the motion. The motion was adopted unanimously without debate.</p> <p>Motion made by Kara, seconded by Angie.</p> <p>Motion passes by a majority vote.</p>
Approval of the previous meeting minutes:	<p>The May 15th minutes were approved as is.</p>
Open the floor for public comment:	<ul style="list-style-type: none">• There were no public comments in person or online.• PCS did not receive any comment cards.
New Business:	<p>Review Bylaws and Make Recommendations for Amendments</p> <p>Members were given a copy of the CFHPC Bylaws with the recommended changes from the May 15th meeting. Whitney Marshall provided an overview of the supplemental documents that the members were given to assist with discussions around potential bylaws amendments:</p> <ul style="list-style-type: none">• Attendance & Quorum Survey Results: PCS received eight responses to the Attendance & Quorum Survey. The purpose of the

survey was to get anonymous feedback from the CFHPC on how they would respond to potential bylaw changes that were discussed at the previous meeting. Members were asked to rank their agreement or disagreement with the following possible scenarios:

- Increasing the in-person quorum requirement from 33% to 50% +1
- Removing the ability to vote virtually
- Lowering the allowable number of meetings that can be attended virtually

Overall, respondents indicated that they would not have difficulty meeting most of the proposed requirements or that they would need to resign due to the changes.

- **Conflict of Interest (COI) Policy Comparison:** Whitney also provided a comparison of the allowable and unallowable activities related to decision making, discussions, and voting regarding conflicts of interest from five national Planning Council/Planning Bodies (PC/PB). Some PC/PBs allow for conflicted members to participate in discussion for items for which they are conflicted, but do not allow members to make, second, or vote on motions for which they have a conflict.
- **Relevant Policies and Procedures (P&P):** Members were provided with the Bylaws P&P, Managing Conflict of Interest P&P, and the Attendance P&P (with recommended changes from the June Membership and Engagement Committee Meeting)

Claudia Yabrudy contacted Orange County Government's legal department (Legal) and was advised that Florida Statute allows for discussion on items for which a member has a conflict, but federal law supersedes state law. 42 U.S. Code § 300ff-12(b)(5)(B) states the limitations of a Council member's involvement related to conflict of interest, such as not being directly involved in the administration of the grant or select entities to receive funding. Federal guidance also indicates that conflicted members cannot participate in discussions or vote on items that are directly or indirectly related to funding, except in the case of a slate of three or more service categories.

Legal does not recommend making changes to the bylaws conflict of interest statement and is against online voting from members who participate in the meetings via teleconference. Exceptions may be made for medical emergencies that would prevent in-person attendance to vote.

The committee did not make any specific changes to the current bylaws, but discussed the following:

- It was recommended that conflicted members be able to participate in the discussion, but not vote on service standards. However, it was argued that service standards are indirectly related to funding because the provisions in a service standard could influence an

	<p>entity's ability to become a contracted provider. The current wording has caused some grey areas that should be addressed.</p> <ul style="list-style-type: none"> • If conflicted members are not able to participate in the discussion around a service standard, then unconflicted members will need to ensure that they learn more about the system of care and the needs of individual service categories. • Consensus building should not be used for issues for which conflicts apply. Workgroups also should not vote on issues in an official capacity, but Claudia will follow up with Legal on this issue. • The types of voting were reviewed, and e-voting for emergency circumstances may need to be removed or altered. Claudia will follow up with Legal to determine if an exception can be made to still allow e-voting to approve letter of support requests. <p>The committee made the following recommendations and requests:</p> <ul style="list-style-type: none"> • Update the Vision, Mission, and Motion Making PowerPoint to include a statement on the COI slide about stating conflicts before answering questions or making statements for which conflicts may apply. • Add a sticker to the public comment box to indicate that completed forms should be returned to PCS. • Provide a comparison for the past year on each standing committee and the Business meetings quorum requirement and the number of in-person attendees. <p>Motion: Kara Johnson Williams made a motion to extend the meeting by fifteen minutes. Angie Buckley seconded the motion. The motion was adopted unanimously without debate.</p>
Announcements:	No announcements.

ACTION ITEMS	
Responsible Party	Item
PCS	Provide an attendance comparison at the next meeting.
PCS	Update Vision, Mission, and COI PowerPoint.
PCS	Add a sticker to the public comment form holder.

