

Central Florida HIV Planning Council

Bylaws Ad Hoc Committee Minutes

November 5, 2025

Call to Order: The Committee Vice-Chair, Ira Westbrook, called the meeting to order at 9:03 AM at Heart of Florida United Way, located at 1940 Cannery Way, Orlando, FL 32804.

Members Present: Ira Westbrook, Jessica Seidita, Angie Buckley, Beatrice Boursiquot, Raymond Macon, Sueanne Vazquez, Andre Antenor (via teleconference), Alelia Munroe (via teleconference)

Recipient & Lead Agency Staff Present: Claudia Yabrudy

PCS Staff Present: Whitney Marshall, David Bent, Laura Perez

Approval of the agenda:	<p>The committee reviewed the meeting agenda and recommended the following changes:</p> <ul style="list-style-type: none">• Replace Alelia Munroe with Ira Westbrook for Call to Order and Approval of Agenda/Minutes• Replace Ira Westbrook with Jessica Seidita for the Vision & Mission and Conflict of Interest section. <p>Motion: Jessica Seidita made a motion to accept the agenda with the recommended changes. Sueanne Vazquez seconded the motion.</p> <table border="1" data-bbox="708 1098 1247 1178"><thead><tr><th>In Favor</th><th>Against</th><th>Abstain</th></tr></thead><tbody><tr><td>3</td><td>0</td><td>0</td></tr></tbody></table> <p>The motion was adopted unanimously without debate.</p>	In Favor	Against	Abstain	3	0	0
In Favor	Against	Abstain					
3	0	0					
Approval of October 15 meeting minutes:	<p>The committee reviewed the October 15 minutes and approved them as presented.</p>						
Open the floor for public comment:	<ul style="list-style-type: none">• PCS did not receive any comment cards.• There were no public comments in person or online.						
New Business:	<p>Review Bylaws' Proposed Changes and Make Recommendations for Amendments</p> <p>Whitney Marshall gave an overview of the changes to the Bylaws that have been discussed so far, and the members were provided with a sheet that explained all of the proposed changes.</p> <p>Whitney also shared the following proposed updates that the committee had not reviewed in the last meeting:</p> <ul style="list-style-type: none">• <i>Section 3.6-</i> there will be a new policy and procedure to govern member terms, tentatively titled "Member Terms Policy & Procedure", with the Membership and Engagement Committee						

responsible for creating the initial draft. The purpose of the policy and procedure (P&P) will be to define the start and end times of member terms based on the time of year that they are appointed.

- *Section 3.7-* confirmed that this section will be further elaborated in the Attendance Policy & Procedure, which is under the purview of the Membership and Engagement Committee.
- *Section 4.9-* updated language for Client Representative responsibilities to clarify that only the Patient Care Client Representative shall self-disclose their status to the public at large, which is stated earlier in the bylaws.
- *Section 7.6-* the addition of language referencing the Meetings Policy & Procedure, which will be updated to include the quorum and membership requirements of workgroups and ad hoc committees.
- *Article 9-* the committee discussed ranked choice/preferential voting for ballots of 3 or more candidates/options (that is not a slate). There have been instances in the past where voting has been hard to navigate because what counts as a majority has been unclear. PC has been defining majority as 50% +1, whereas Robert's Rules now defines majority as "more than half." The committee agreed to adopt Robert's Rules definition of majority. The committee reached a consensus to allow PCS and the Recipient's Office, along with the Bylaws Ad Hoc Committee Chair, to determine the language regarding ranked choice/preferential voting, taking into consideration the newly adopted definition of majority, and propose that to the full Planning Council.

The committee discussed the following related to the proposal to have three standing committees from the October 15th Committee meeting:

- *Section 7.2.2-* defines roles of the Service Systems Planning and Quality (SSPQ) Committee as it exists currently. After reviewing the proposed language for the bylaws from the Bylaws Ad Hoc Chair and the proposed split workplans, the committee agreed to split the SSPQ Committee into two standing committees. Section 7.2.2 will now define the "Service Systems and Quality (SSQ) Committee", with the committee's primary responsibilities being the oversight of service standards, Recipient and Lead Agency expenditure and utilization reports, clinical quality management, and the annual Data Presentation and Priority Setting & Resource Allocation processes.
- *Section 7.2.3-* will now define the "Needs Assessment and Planning Committee", with the committee's primary responsibilities being the oversight of the Assessment of the Administrative Mechanism (AAM), the integrated planning, and the needs assessment processes, including evaluating gaps in services and unmet needs.

The group also discussed a decision that was made by the Executive Committee to allow an exception to the requirement for committee chairs to serve at least one year on the Planning Council before being eligible for a

leadership role. After an extensive discussion surrounding the requirements for the nomination of standing committee chairs and the difference between Nomination of Standing Committee Chairs P&P and Section 7.3 of the Bylaws, the committee determined that no violation of the bylaws occurred by allowing a new member to be on the ballot for a committee chair. However, the Nomination of Standing Committee Chairs P&P does need to be updated to reflect that there is no requirement in the bylaws that states that members must serve at least one year on the Planning Council to be eligible for a committee chair position.

The committee also discussed the quorum requirements for standing committees. The members agreed that the quorum requirements for the full Planning Council Business, Executive Committee, and standing committees should be a majority of the committee or Council membership.

Whitney provided the following estimate for the approval of the bylaws:

- November 2025- the Bylaws Ad Hoc Committee hosts its final meeting, the Executive Committee reviews the progress, and the bylaws are sent to the Planning Council Business meeting for a 30-day review.
- December 2025- the full Planning Council meets, reviews the proposed changes, and takes 30 days to review
- January 2026- the full Planning Council meets and votes on the approval of the recommended bylaws amendments
- February 2026- Orange County Government's legal department reviews the bylaws. Planning Council Support requests that members submit their preferred committee assignment in writing (pending the approval of three standing committees).
- March 2026- the Membership and Engagement Committee meets and approves the new committee assignments (pending the approval of three standing committees).
- April 2026- the new committees start and, if needed, approve the committee's annual workplan.

Motion: Jessica Seidita made a motion to forward the revised bylaws to the planning council for 30-day review. Angie Buckley seconded the motion.

In Favor	Against	Abstain
6	0	0

The motion was adopted unanimously without debate.

Determine Policies & Procedures to be Updated

The committee reviewed the Policies & Procedures that need to be updated, either because they are due to be updated or because they were discussed as part of changes to the Bylaws.

The discussion shifted to a member's concern as to why they were told they were no longer allowed to bring homemade foods to PC meetings. The discussion covered liability concerns for HFUW as well as expectations for guest behavior at HFUW. PCS acknowledged that there have been recent changes to guest rules and will keep the members updated on those changes.

Resuming the discussion about Policies & Procedures, the committee assigned which P&P will be reviewed by which standing committee. The following P&P, along with their assigned committees, will be reviewed after the bylaws are approved by Orange County Government:

- Mission (Executive)
- Vision (Executive)
- Bylaws (Executive)
- Officer Nominations (Membership & Engagement)
- Standing Committee Chair Nominations (Membership & Engagement)
- Member Roles and Responsibilities (Executive)
- Meetings (Membership & Engagement)
- Conflict of Interest (Membership & Engagement)
- Meeting Etiquette (Membership & Engagement)
- CFHPC Rules of Conduct (Executive)
- Violation of Rules of Conduct (Executive)
- Attendance (Membership & Engagement)
- Letters of Support (Executive)
- Review of Policies & Procedures (Executive)
- Member Terms (NEW) (Membership & Engagement)

The following P&P were recommended to be reassigned based on the proposed three standing committees:

- Needs Assessment (Needs Assessment & Planning)
- Comprehensive Plan (Needs Assessment & Planning)
- Data Presentation (Service Systems & Quality)
- Priority Setting (Service Systems & Quality)
- Annual Resource Allocation (Service Systems & Quality)
- Ways to Best Meet Needs (Service Systems & Quality)
- Rapid Reallocation (Service Systems & Quality)
- Reallocation of Funds (Service Systems & Quality)
- Carry Over Funds (Service Systems & Quality)
- Assessment of the Administrative Mechanism (Needs Assessment & Planning)
- PCS Budget (Service Systems & Quality)
- Review of Service Standards (Service Systems & Quality)

Announcements:

- There were no announcements.

ACTION ITEMS	
Responsible Party	Item
PCS	Add bylaws update to the Executive Committee agenda.
Adjournment:	11:46 AM

Prepared by: Whitney Marshall Date: 11/19/2025

Approved by:  Date: 11/20/2025

