BYLAWS OF THE

Boston EMA Ryan White Part A HIV Health Services Planning Council

Amended June 6, 2019
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Article 1 - Name
The name of this organization shall be the Boston EMA Ryan White HIV Health Services Planning Council, hereinafter referred to as the Planning Council.

Article 2 – Area
The Boston Eligible Metropolitan Area (EMA) has been designated by the Health Resources and Services Administration (HRSA) for the purpose of the eligibility for Ryan White Part A funding to be comprised of the following ten (10) counties: Massachusetts counties of Bristol, Essex, Middlesex, Norfolk, Plymouth, Suffolk, and Worcester; New Hampshire Counties of Hillsborough, Rockingham and Strafford.

Article 3 – Mission and Goals
The mission of the Planning Council is to improve the quality of the lives of persons with HIV/AIDS (PLWH). The Planning Council will achieve this by responding to the existing and emerging needs of PLWH. Planning Council will support and encourage a range of culturally appropriate health and social services. Moreover, the Planning Council efficiently responds to the changing face of the epidemic with regards to all affected sub-populations and impacted regions within the EMA. The Planning Council seeks to effectuate its mission by:

1. Executing all council operations, including establishing policies and procedures, and defining membership tasks. The volunteer council will be comprised of members of affected communities, (including people living with HIV, 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), non-elected community leaders, representatives of recently incarcerated people living with HIV, and unaffiliated consumers. No less than 33% PLWH in the EMA who are not employed by an entity that receives Part A funding. The council shall reflect the local HIV epidemic and shall fill mandated seats as described in Public Health Service Act (PHSA) 2602 (b) (2).

2. Establishing priorities for the allocation of funds from the Ryan White HIV/AIDS Treatment Extension Act of 2009, hereinafter referred to as the Ryan White Care Act, in the Boston EMA.
3. Executing needs assessment activities to identify current available services and unmet service needs of individuals with HIV/AIDS and their caregivers.

4. Conducting evaluation activities including but not limited to the Assessment of the Administrative Mechanism, effectiveness of planning activities, and effectiveness of care strategies.

5. Communicating directives to the recipient that reflect the best ways to meet priorities in the EMA. The directives shall be informed by several data sources, including epidemiological data and information from state and local partners.

6. Developing a comprehensive plan in collaboration with local partners for the organization and delivery of HIV/AIDS services that is in concert with existing state and local plans regarding the provision of services to individuals with HIV/AIDS and their caregivers.

7. Working in tandem with the Boston Public Health Commission, hereinafter referred to as the recipient, to meet all deliverables outlined by the federal partner, HRSA, and by the Ryan White Act.

In the event of a conflict between these bylaws and the terms and revisions of the Ryan White Care Act, the Ryan White Care Act shall supersede these bylaws.

**Article 4 - Membership**

**Section 4.1 Composition**
Per PHSA 2602 (b) (2), Planning Council membership shall include, but not be limited to, representatives from the following 15 categories:

1. Health care providers, including federally qualified health centers
2. Community-based organizations serving affected populations and AIDS service organizations
3. Social service providers, including housing and homeless-service providers
4. Mental health providers
5. Substance abuse providers
6. Local public health agencies
7. Hospital planning agencies or health care planning agencies
8. Affected communities (consumers, including individuals with HIV, and historically underserved groups and sub-populations)

9. Non-elected community leaders

10. State Medicaid agency (Office of Medicaid)

11. Part B of Ryan White HIV/AIDS Program (Department of Public Health)

12. Part C of Ryan White HIV/AIDS Program

13. Part D of Ryan White HIV/AIDS Program, or if none present, representatives of organizations addressing the needs of children, youth, and families with HIV

14. Part F of Ryan White HIV/AIDS Program, especially a dental representative and a New England AIDS Education & Training representative

15. Formerly incarcerated PLWH or their representatives

The Planning Council shall be comprised of members experienced in the delivery and receipt of HIV/AIDS health or human services and in accordance with the specific representation requirements of the Ryan White HIV/AIDS Treatment Extension Act. The Planning Council shall consist of a minimum of 25 members and maximum of 45 members, including mandated seats. All counties in the Boston EMA shall be represented by at least one seat. The composition shall ensure equitable geographic and demographic representation of populations affected by HIV/AIDS in the EMA. Non-aligned consumers will be asked to certify once annually that they still meet this requirement in order to accurately maintain a reflective ratio. No more than 10% of the members shall be employed full-time by any one municipal or state government or provider. No more than 49% shall be providers of HIV-related services who receive funds under Part A of the Ryan White Act.

Additionally, the following seats shall be reserved for representation, and are exempt from maximum membership terms:

✓ Massachusetts Department of Public Health
✓ New Hampshire Department of Health and Human Services
✓ Boston Public Health Commission (the recipient)
✓ Office of the CEO of the Planning Council of the Boston EMA
The seat reserved for the recipient shall not have voting rights.

The HIV status of members will not be disclosed without the member’s consent. All members will be made aware of the reflectiveness reporting requirement that are mandated by HRSA, and this information will be privately stored with the Planning Council Support staff and will be submitted to HRSA upon request.

A vacancy in any seat shall not prevent the Planning Council from conducting business unless the vacancy results in a composition that is less than 33% unaligned persons living with HIV, in which case the vacancy shall be filled within 30 days.

**Section 4.2 Member Recruitment**

The Planning Council will have a Membership and Nominations Committee that is charged with overseeing the following activities: conducting outreach in the community, recruiting members, nominating new members, assisting to orient and onboard members, contributing to member training activities, promoting retention of members, collecting satisfaction and feedback information from members, and other tasks related to the appointment and retention of council members. This committee will have specific directives in the nominations process, as described in Section 4.3 on page 8.

The CEO of the EMA, shall have the responsibility to officially appoint members following an open nominations process.

Members of the Planning Council shall be recruited through a well-publicized, open nominations process. The guidelines for this process are included in the applications that are distributed to potential members. Recruitment publicity shall include mailings, posted materials, attendance at public events and other means, and media with contact phone numbers for request of an application packet. The website, phone number, and email address of the Planning Council support unit will be clearly advertised on all recruiting documents, and the documents will be made available in multiple languages. Members and potential members with limitations, such as mobility, visual, hearing, or others, will be accommodated so that their limitation does not impact their ability to serve as a council member. Individuals seeking to serve on the Planning Council shall
be required to fill out a written application for membership. The applications shall contain information sheets detailing all aspects of the open nominations process, including rules, regulations, selection criteria, and roles and responsibilities of Planning Council members. The Planning Council’s conflict of interest policy shall be detailed in these materials. The applications shall be reviewed by the Membership and Nominating Committee.

**Section 4.3 The Nominations Process**

The Membership and Nominations Committee shall consist of a minimum of eight people and a maximum of fifteen (15) people. See Membership and Nominations Committee on page 20 for more details on the committee’s charge. The recipient and the CEO are not permitted to serve on the committee. The composition of this committee and their charge in the nominations process shall be as follows:

- 50% plus one (1) of the members shall be individuals who self-identify as PLWH.
- The CEO and recipient may be consulted as advisors at the request of the committee, but these individuals are not entitled to a vote and will not have a seat on the committee.
- Any members with a conflict of interest in the membership of a prospective applicant must disclose this conflict and abstain from the vote for the person in question.
- The Nominating Committee shall prepare a slate of candidates for appointment to the Planning Council from among those who apply for such appointment. That slate shall be submitted to the CEO for approval no less than 45 days from the date of New Member Orientation for the upcoming cycle.

**Section 4.4 Membership Term**

The application for Planning Council membership shall clearly state attendance requirements, which is currently four (4) hours a month. These requirements shall be discussed at interviews with prospective members, and all new members shall be asked to sign an agreement that includes a commitment to meet these requirements.

A Planning Council membership term shall be defined as a period of twenty-four (24) months, or two years. Members are eligible to renew their membership at the end of a two-year term. There shall be no term limits for members in good standing. The
following designated seats are not required to comply with this limit: representatives from Department of Public Health, Office of Medicaid, CEO of the Planning Council or their representative(s), and the recipient. Former members are eligible to reapply following at least one year of absence. For any member who is seated within six (6) months or less of the end of a term, the remainder of the term then in progress and the following full term shall be considered that member’s first membership term.

Section 4.5 Member Code of Conduct

Meetings of the Planning Council shall be governed by commonly accepted rules of courtesy. All decisions of the Planning Council shall be made by Motion and the Chair of the Planning Council will have the authority to invoke Robert’s Rules of Order when deemed necessary to continue the Council’s deliberations.

The code of conduct is designed to ensure appropriate behavior at Planning Council meetings, committee meetings, and any event in the community where a member is acting in an official status as a member of Planning Council. The code of conduct will ensure that the Planning Council can be productive, open to community input and respectful of its members and visitors. The code of conduct protects all members and public participants from inappropriate and disruptive behavior.

All members of the Planning Council and its sub-committees are expected to conduct themselves in a manner that is appropriate and courteous. Members will refrain from offensive or threatening behavior and will refrain from creating a hostile environment. Members shall follow Robert’s Rules of Order.

The Code of Conduct will be enforced by: limiting the length of individual presentations and setting reasonable time limits on debate, recognizing the authority and following the direction of the meeting chairs; not disrupting a meeting or participating in the disruption of a meeting, respecting the confidentiality of others and not disclosing personal information about any Planning Council or committee member, including HIV status.

Violation of the Code of Conduct may result in removal from a meeting or removal from Planning Council membership. See Section 4.6 for procedures to remove a member for cause.
Section 4.6 Member Vacancy, Resignation, and Removal

The Planning Council Support staff will monitor member attendance and provide attendance summaries once a month at the Executive Committee meeting. Members who fail to attend three (3) consecutive meetings without requesting permission will receive a warning issued by the CEO or his representative. The member will be entitled to a response period of 30 days in which they may respond to the warning in writing and justify or provide detail of their situation. Members who accrue five (5) total absences, regardless if they are consecutive or non-consecutive and regardless if they are excused, after written notice, shall forfeit their position on the Planning Council. Reasonable accommodations shall be extended to those members who require them because of an illness or disability.

Members who wish to resign a council seat must communicate directly with a Planning Council Support staff person, or the CEO or CEO’s representative, or the chair of the Planning Council. These members will receive a letter confirming their resignation. Any member that is removed from council for cause will be notified via mail with a formal letter from the CEO.

Council members may be removed for cause by a two-thirds vote of the Executive Committee. 'Cause' includes, but is not limited to, any conduct that:

- Negatively and directly affects the rights and interests of fellow Council members;
- Violates Council bylaws; or
- Interferes with the orderly and efficient operation of the Council.

It is the responsibility of the Planning Council support staff to document violations, including any relevant evaluation or feedback from other council members. A member in jeopardy of removal shall be issued a formal warning in writing. Continued violations that occur after a formal warning may incite a removal. The member will be notified of a removal by a formal letter that is signed by the CEO, the chair, and the recipient. Members that have been removed for cause and wish to reapply for membership may be asked to provide a satisfactory explanation of prior circumstance.
that led to the removal. The person will also be expected to complete a successful re-application process.

Should a vacancy in the Council result in non-compliance of membership demographics or mandated seats, the Planning Council staff, with approval from the Executive Committee, will offer vacated seats to prospective members who applied but were not accepted to the Council during the most recent application period. Offers should be extended to qualified candidates such that the demographics of the Council are brought back into compliance with HRSA standards.

Vacant seats that jeopardize the minimum ratio of non-aligned consumers on the Planning Council shall be filled within 30 days.

**Section 4.7 Compensation of Members**

All members of the Planning Council shall serve without compensation; however, PLWH are entitled to be reimbursed for costs associated with travel and childcare to attend meetings. Members will be made aware of this policy during the New Member Orientation. Member who wish to take advantage of this compensation will make PCS staff aware. The policies and procedure to provide travel reimbursement, and the approved forms, will be defined and executed by a fiscal representative at the Boston Public Health Commission.

**Section 4.8 Member Training**

All Planning Council members will receive a comprehensive training within the first 90 days of appointment. The training will be led by the Planning Council Support staff, and will include guidance and facilitation from guest speakers, content experts, current members, and other experts on topic matter presented. The recipient and the CEO or their representative will attend the training. Notice of the training will be clearly outlined in the membership approval letters that are distributed by the CEO. The information will also be clearly posted on the Planning Council website.

All members will be educated on their role and the parameters of their participation in Planning Council as it relates to the Ryan White Part A legislation, and as it relates to the EMA. The following training topics will be delivered at the New Member Orientation:
➢ National Monitoring Standards
➢ Clinical Quality Management
➢ Financial assistance available to consumers
➢ AIDS Drug Assistance Program
➢ HRSA Policy Clarification Notices

The format of the New Member Orientation, and ongoing trainings, will be delivered through guest speakers, webinars, and the development of print or digital materials. Members will be introduced to the Planning CHATT resources and will be encouraged to use this resource to enrich their understanding of their responsibility and the role of a Planning Council.

**Section 4.9 Conflict of Interest**
The Planning Council may not be directly involved in the administration of the grant as defined in section 2601(a) of the Ryan White Care Act.

- With respect to compliance with the preceding sentence, the Planning Council may not designate (or otherwise be involved in the selection of) particular entities as sub-recipients of a Part A award;
- Members of the Planning Council will not be permitted to participate (directly or in an advisory capacity) in selecting entities or organizations to receive Part A funding for a specific purpose under section 2601(a) if the member has a financial interest in, is employed by, or belongs to an organization seeking money for that specific purpose.
- If any member has a financial interest, either as an individual or as a fiduciary, in any matter(s), which comes before the Planning Council, he or she shall disclose such financial interest in advance of any discussion on such matter(s).
- Members shall abstain from voting on matter(s) that are specific to their financial or fiduciary interest (i.e., a vote only on a service category for which their employer is funded), but may participate in the discussion(s).
Article 5 – Planning Council Committees and Procedures

The Planning Council will be structured into various committees to execute the duties most efficiently. As a condition of appointment, each member will participate on at least one of the Council’s committees or working groups. Each committee shall maintain minutes of its proceedings and shall report summaries monthly to the Planning Council.

The Planning Council shall meet a minimum of once each month, with the exception of summer recess. The meetings of the Planning Council shall be open to the public, with the exception of matters handled at an executive level.

The time and locations of meetings shall be announced publicly on the Planning Council website, and will also be distributed via email, phone call, text message, or other digital format to standing members. These announcements will be made five (5) days prior to the day of the meeting. The meeting agenda, related materials, and minutes from the previous meeting will available five (5) days in advance. The agendas and minutes from each meeting, including all committee meetings, will also be posted to the Planning Council website.

The Planning Council shall provide time during or at the end of the meeting, at the discretion of the Chair or leader of the Planning Council meeting, for comment from members of the public who wish to address the Planning Council.

Each member shall be entitled to one (1) vote on each matter submitted to the Planning Council for a vote. There shall be no voting by proxy.

The chair will announce the counted results of the vote, including the number of affirmative (in favor) votes, negative (opposed) votes, and abstentions.

Article 6 – Officers and Officer Election

The officers of the Planning Council shall be the Chair and Chair-elect, and such other officers the Planning Council may designate. All officers of the Planning Council shall be elected by the membership of the Planning Council during the last quarter of each Planning Council year. The retiring officers shall serve until the end of meeting where
the newly elected officers are elected. New officers assume their responsibilities upon election.

**Section 6.1 Officer Duties**
The Chair and Chair-Elect shall be voting members of the Planning Council. The Chair shall preside at all meetings of the Planning Council and while presiding, votes only to break a tie. In the absence of the Chair, the Chair-Elect shall preside and while presiding, shall vote only to break a tie. Both officers vote in executive level matters at the Executive Committee meetings. No individual shall hold the same office for more than two (2) consecutive terms.

**Section 6.2 Officer Vacancy, Resignation and Removal**
Any vacancy occurring in any office shall be filled by the nomination and vote of Planning Council members. If an officer is removed by cause or resigns, they may be replaced at the discretion of the Council Chair and the Executive Committee. Any officer may resign at any time by written notice delivered to the CEO or representative, PCS or the Chair. In the event of the resignation of both the Chair and Chair-elect, the resignation shall be directed to all members of the Planning Council. Officers may be removed for cause by a two-thirds vote at any regularly scheduled meeting of the Planning Council with at least ten (10) days prior notice. Removal from an office does not remove a member from the Planning Council.

**Section 6.3 Special Meetings**
Special meetings of the Planning Council may be called by the Chair of the Planning Council. The Chair of the Planning Council will call a special meeting of the Planning Council when requested by a minimum of 25% of the standing membership or when suggested by Planning Council support staff in order to address a time sensitive topic.

**Section 6.4 Convening a Meeting**
In the absence of the Council Chair and/or Chair-elect from a regularly scheduled council meeting, a Committee Chair, Committee Vice-Chair or standing Council member may call the meeting to order.

At the Executive Committee meeting, if the Chair and/or Chair-Elect are both absent another member of the Executive Committee may call the meeting to order.
Section 6.5 Attendance at Meetings
Council members must attend, in person, a minimum of 85% of all scheduled meetings. In the event teleconference or videoconference participation (remote participation) is available for a meeting, members may attend up to three (3) meetings remotely per Council year. Members who participate remotely are expected to fully participate in the meeting and are eligible to vote on any motions requiring a vote.

Section 6.6 Quorum
A quorum for the purpose of voting shall equal fifty percent plus one (50% +1) of the number of members.

Section 6.7 Manner of Acting
A quorum present, the act of the majority of the members present shall constitute the action of the entire Planning Council, except as otherwise provided in these Bylaws.

Section 6.8 Actions Requiring A Super-Majority Vote
A two-thirds vote of the full Planning Council membership shall be required whenever a decision, with the exception of the regular or routine distribution of Ryan White Care Act funds, would have an adverse impact on one of the members’ counties. Such votes may only be taken after a meeting at which all relevant issues are identified and the county’s representative(s) has/have an opportunity to be heard.

Article 7 - Committees

Section 7.1 Standing Committees
The standing committees of the Planning Council shall include the following:

- Executive Committee
- Consumer Committee
- Membership and Nominations Committee
- Needs, Resources and Allocations Committee (NRAC)
- Services, Priorities and Evaluation Committee (SPEC)
Additional committees and workgroups may be created as is deemed necessary by the Chair to meet new duties and responsibilities of the Planning Council.

The Chair of the Planning Council shall appoint the chairs of all committees except for the Consumer Committee, which shall select its own leadership. Each committee shall recommend officers, as the members deem necessary.

If the chair of a committee is unable to fulfill their role, they may submit a letter of resignation to the Planning Council Chair. If Committees Chairs fail to meet their responsibilities it may result in removal from their positions.

Standing committees shall meet at minimum once a month. All public notice practices apply to standing committee meetings. The various standing committees are described in detail below:

Executive Committee (EXEC)

Responsibilities

- The Executive Committee shall foster the active and meaningful participation of all Council members, create a supportive environment where input is valued, ensure that Planning Council work and decisions are representative and effective of the full body and the epidemic within the EMA, and regularly assess and review the feedback and needs of Planning Council members.

- Be responsible with the Planning Council Support (PCS) staff for ensuring the orderly and integrated progression of work of the Planning Council and its committees.

- When necessary, the Executive Committee shall be empowered to make decisions on behalf of the Council, when the Council is unable to meet.

- Take leadership on policy and procedural tasks, including amendments to the bylaws, development of agreements with community partners, enforcement of code of conduct and attendance policy, and other items.

Membership

The Executive Committee shall consist of: the Chair and Chair-elect; the Chairs and Vice Chairs of standing committees (NRAC, SPEC, Consumer, Membership); the CEO or his
representative; the recipient; and a member at large from Planning Council. The member at large is selected by the Chair.

**Leadership (Planning Council Chair, Chair-Elect)**

- Oversee the operations of the Planning Council and recommend amendments to the bylaws as appropriate
- Direct the affairs of the committee as its administrative officer
- Develop an annual committee work plan with PCS staff
- Propose the agenda for each meeting in conjunction with the Committee Officers.
- Provide reports of committee activities to the Executive Committee.
- Obtain Executive Committee approval of subcommittee work plans.

**Needs, Resources and Allocations Committee (NRAC) Responsibilities**

The Needs, Resources and Allocations Committee shall make recommendations to the Planning Council regarding:

- Potential federal, state, local and private resources available to meet unmet service needs and recommend action to the Planning Council as appropriate.

- Recommend allocations of Part A funds to allowable service categories in the EMA. Develop funding scenarios that will allow for rapid disbursement of funds in the case of level funding, decrease in funding, and increase in funding. The allocation recommendations will use all available information regarding community service needs, current funding for HIV services from all identifiable sources, and other data.

- The Committee shall execute the development and implementation of a needs assessment to identify needs of individuals with HIV and their caregivers. This process must be objective, and ethnically, culturally, and linguistically sensitive. This process may be conducted in collaboration with the recipient. The needs assessment must be representative of the entire EMA.
Membership

Members indicate on their application a preference of what committee interests them. The committee roster and final membership assignments are made by the Chair, Chair-Elect and Planning Council Support staff. If any committee requires more members, the Chair may make assignments if an insufficient number of members volunteer.

Leadership (NRAC Chair and Vice Chair)

- Leads and facilitates each meeting, including time keeping, addressing members’ questions, and overall flow of the meeting
- Leads, facilitates, and ensures completion of NRAC annual workplan
- Collaborates with PCS staff to develop meeting agendas, facilitate completion of committee tasks, monitor and maintain active member participation, and fill identified gaps
- Attends and participates in monthly Executive Committee meetings; reports on NRAC committee’s progress to Executive Committee and Planning Council; votes on agenda items at Executive Committee meetings.

Services, Priorities and Evaluation Committee (SPEC)

Responsibilities

- The SPEC committee shall summarize and make recommendations to the Planning Council on HRSA approved Part A service categories and provide guidance on prioritizing Part A service categories.
- The committee shall assess the efficiency of the administrative mechanism in rapidly allocating funds within the EMA. The committee will conduct additional evaluation activities including evaluating effectiveness of HIV care strategies in the EMA and evaluate the effectiveness of planning activities.

Membership

Follows as outlined above in NRAC Committee Membership.
Leadership

- Leads and facilitates each meeting, including time keeping, addressing members’ questions, and overall flow of the meeting
- Leads, facilitates, and ensures completion of SPEC annual workplan
- Collaborates with PCS staff to develop meeting agendas, facilitate completion of committee tasks, monitor and maintain active member participation, and fill identified gaps
- Attends and participates in monthly Executive Committee meetings; reports on SPEC committee’s progress to Executive Committee and Planning Council; votes on agenda items at Executive Committee meetings

Consumer Committee

Responsibilities

The mission of the Consumer Committee is to ensure that PLWH are empowered, supported, and encouraged to work on the full range of activities that the Planning Council undertakes in the execution of its mandate. The Consumer Committee acts as a place for Planning Council members to receive more education on Planning Council topics and topics relevant to their experience as consumers. This committee also provides PLWH a place to share their personal and community experience by:

- Fostering and developing consumer leadership
- Ensuring that at least one Consumer Committee member is on each Planning Council committee, including the Executive Committee
- Collaborating with Planning Council Support to develop a workplan that may consist of educational presentations, the development of anti-stigma materials, and other activities that the committee see fit
- Ensuring that diverse consumer input and participation are included in all Planning Council and committee activities

Membership
The Consumer Committee is comprised of volunteers. Members of Planning Council will not be assigned to the Consumer Committee but are welcome to attend the meeting. The committee is also open to the community. The Chair and Vice-Chair of the Consumer Committee are elected by Consumer Committee members at the first meeting each year.

**Leadership**

- Leads and facilitates each meeting, including time keeping, addressing members’ questions, and overall flow of the meeting
- Leads, facilitates, and ensures completion of annual workplan
- Collaborates with PCS staff to develop meeting agendas, facilitate completion of committee tasks, monitor and maintain active member participation, and fill identified gaps
- Attends and participates in monthly Executive Committee meetings; reports on committee’s progress to Executive Committee and Planning Council; votes on agenda items at Executive Committee meetings

**Membership and Nominations Committee**

**Responsibilities**

The Membership and Nominations Committee will manage all tasks related to the outreach, recruitment, and nomination, as well as ongoing member training, satisfaction and retention in the Planning Council. The committee shall accomplish these goals by:

- Executing the open-nominations proceedings annually
- Participate in member recruitment efforts, including presence at community events where new members are likely to be recruited
- Collaborate with Consumer Committee in outreach and member recruitment efforts
- Collaborate with Consumer Committee in member orientation, training and development
- Oversee all conflict-of-interest policies and manage grievance proceedings
Membership

The Committee shall consist of a minimum of eight (8) people and a maximum of fifteen (15) people. The recipient and the CEO are not permitted to serve on the committee. 50% plus one (1) of the members shall be individuals who self-identify as PLWH.

The committee shall consist of at least three (3) current Planning Council members, three (3) members at large, and additional seats may be assigned at the discretion of the Planning Council Chair. The Chair of the Membership and Nominations Committee is selected by the Planning Council Chair.

Leadership

- Creates an annual calendar for the committee. Chooses community events where members will conduct outreach and recruitment
- Leads, facilitates, and ensures completion of annual goals
- Collaborates with PCS staff to develop recruitment materials, update and disseminate new member, applications, meeting agendas, facilitate completion of committee tasks, monitor and maintain active member participation, and fill identified gaps
- Collects feedback and satisfaction surveys from current members; collaborate with PCS to use this information to improve Planning Council operations
- Attends and participates in monthly Executive Committee meetings; reports on committee’s progress to Executive Committee and Planning Council; votes on agenda items at Executive Committee meetings

Section 7.2 Grievances

The procedure by which a community member may grieve a Planning Council decision or process are detailed in the Planning Council Grievance Procedure. This document is on file with Planning Council Support staff and is also included in Planning Council member orientation materials.
Section 7.3 Conflict of Interest Regarding Officer’s Duties

1. Officers of the Planning Council, as designated in Section 5.1, should be free of conflict of interest or the perception of conflict of interest, between their duties as an officer and their employment or other significant affiliations.

2. The CEO of the Planning Council or any member of the Planning Council may raise a potential conflict of interest with regard to an officer of the Planning Council, by requesting the Executive Committee to consider the matter.

3. The Executive Committee will determine whether to invoke the following Resolution Procedure. The Resolution Procedure shall be as follows:

   a) In the event of such a potential conflict of interest with regard to an officer of the Planning Council, that officer shall not perform the duties of the office until the Executive Committee determines that no such potential conflict exists, or until the potential conflict is resolved.

   b) The next officer in authority shall assume that officer’s duties in the interim, or in the case of a potential conflict, the Chair-elect shall assume the duties in the interim.

   c) The officer affected by the potential conflict of interest should participate in the Executive Committee’s discussion and resolution process but shall not participate in any vote on the matter.

Article 8 - Records

In accordance with open meeting laws, there shall be minutes maintained of all proceedings of the Planning Council, its committees, its working groups, and such other records as may be required for the proper conduct of its business and affairs. These minutes and related information shall be available for public inspection. Summaries of the records shall be posted publicly to the Planning Council website.

Article 9 – Amendments

The Planning Council shall have the power to alter, amend, or repeal the by-laws at any meeting at which a quorum is present, provided that written notice of the proposed change is sent to all members at least ten (10) business days prior to such meeting. A
two-thirds vote of the full Planning Council membership in good standing is required to amend the by-laws.