

Philadelphia EMA Ryan White Part A Planning Council

Bylaws

(updated November 2016)

Article I: Name and Establishment

Section 1. The name shall be the Philadelphia Eligible Metropolitan Area (EMA) Ryan White Part A Planning Council, hereafter referred to as the Philadelphia EMA Ryan White Part A Planning Council or the “Planning Council”.

Section 2. The Planning Council shall conduct its activities in accordance with the provisions, interpretations, and recommendations of the Health Resources and Services Administration (HRSA) of the U.S. Department of Health and Human Services, its primary funding source, and with all applicable local, state, and federal law and regulation.

Section 3. The Planning Council shall be established by the Mayor of the City of Philadelphia, acting as the Chief Elected Official (CEO) of the Philadelphia EMA. The CEO shall be the recipient of awards made available through the Public Health Service Act, Title XXVI and amendments, hereafter referred to as the “Ryan White HIV/AIDS Program”.

Section 4. The CEO and the CEO’s designees shall monitor, identify support for, and be apprised of the activities of the Planning Council through the staff of the Office of HIV Planning under the supervision of the Office of the Health Commissioner of the City of Philadelphia.

Section 5. The City of Philadelphia’s AIDS Activities Coordinating Office (AACO) shall act as administrative agent of the Planning Council in administering Ryan White HIV/AIDS Program funds in accordance with Planning Council priorities and allocations and shall be accountable to the Planning Council in rapidly allocating funds to the areas of greatest need.

Section 6. The CEO and CEO’s designees shall also through consultation with the elected co-chairs of the Planning Council monitor, identify support for and be apprised of the activities of the Planning Council.

Article II: Purpose

Section 1. The Planning Council shall develop and implement needs assessment activities to document the healthcare and social service needs of people with HIV and AIDS in the EMA.

Section 2. The Planning Council shall establish priorities, allocate funds, and provide instructions on how best to carry out service delivery, based on:

- a. documented need;
- b. cost and outcome effectiveness of proposed strategies and intervention;
- c. input from the HIV-positive community; and
- d. availability of other governmental and non-governmental resources.

Section 3. The Planning Council shall assess the efficiency of the administrative mechanism of the recipient in rapidly allocating funds to the areas of greatest need within the EMA consistent with established priorities, allocations, and instruction.

Section 4. The Planning Council shall assess the effectiveness of the services supported by Part A funds in meeting the identified needs through methods as determined by the Planning Council.

Section 5. The Planning Council shall develop and adopt a comprehensive plan for the organization and delivery of Ryan White HIV/AIDS Program Part A services that is compatible with other local, regional, and state plans.

Section 6. The Planning Council shall participate in the development of the Statewide Coordinated Statements of Need (SCSN) for Pennsylvania and New Jersey in their respective administrations of Ryan White HIV/AIDS Program Part B funds.

Section 7. The Planning Council shall establish methods of obtaining input on community needs and priorities from the HIV-positive community that may include public meetings, focus groups, and *ad hoc* panels, among other methods.

Article III: Membership

Section 1. The Planning Council shall consist of no more than fifty-five (55) and no fewer than thirty-five (35) members and shall reflect in its composition the demographics of the epidemic in the EMA with particular consideration given to disproportionately affected and historically underserved subpopulations.

Section 2. The Planning Council membership shall be consistent with the Ryan White HIV/AIDS Program and accompanying regulations and guidances including, but not limited to, at least one representative from each of the following legislatively mandated categories:

- a. healthcare providers including Federally Qualified Health Center (FQHCs)
- b. Community-based Organization (CBOs)/AIDS Service Organization (ASOs)
- c. social service providers (including homelessness service providers)
- d. mental health providers
- e. substance abuse providers
- f. local public health agencies
- g. members of a Federally recognized Indian tribe as represented in the population
- h. individuals co-infected with hepatitis B or C
- i. hospital planning agencies or healthcare planning agencies
- j. affected communities, including people with HIV infection and historically underserved subpopulations
- k. non-elected community leaders
- l. state Medicaid agencies

- m. state Part B agencies
- n. Part C
- o. Part D
- p. Other federal HIV programs (including HIV prevention service providers)
- q. Representatives of formerly incarcerated federal, state or local prisoners who were released during the preceding 3 years

Section 3. It shall be the goal of the Planning Council that a minimum of fifty percent (50%) of the voting members are people with HIV infection and that, among members with HIV infection, at least thirty-three percent (33%) have no volunteer, employment or fiduciary relationship with any provider agency that receives Part A funds.

Section 4. The CEO or the CEO's designee shall have responsibility for final appointment of all members to the Planning Council following a written open nominations process that includes:

- a. publicized criteria for membership;
- b. review of applications and subsequent recommendations of candidates by the Nominations Committee;
- c. conflict of interest standards; and
- d. a mechanism for filling vacancies.

Section 5. Any member may resign from membership by written or other form of notice to the Office of HIV Planning.

Section 6. Termination of Membership.

- a. A Planning Council member will be removed for being absent without being excused from three consecutive, regularly scheduled meetings or five total absences from such meetings within a *planning* calendar year. Exception may be given to individuals in violation of this policy that address their situation to the Nominations Committee in person.
- b. If the Mayor or the Mayor's designee determines that a member has failed to perform his or her responsibilities as described in these bylaws (i.e., attending meetings, committee participation) or has engaged in conduct which has interfered with or would interfere with the work or reputation of the Planning Council or the City of Philadelphia or otherwise adversely affect its interests, then, the Mayor or the Mayor's designee may, by written notice to the member, terminate membership for cause.
- c. The Planning Council may recommend to the Mayor or the Mayor's designee that any member be removed from membership for cause, requiring a two-thirds (2/3) vote at any regularly scheduled meeting of the Planning Council with no fewer than seven (7) days' prior notice.

Section 7. Members are appointed for terms of two years unless otherwise designated by the CEO or the CEO's designee.

- a. Members are allowed to serve up to *four* consecutive two-year terms, with a one year break before reapplying.

Section 8. A Planning Council member will be considered excused for a regularly scheduled Planning Council meeting if:

- a. He/she contacts the Office of HIV Planning (staff) sometime before the meeting, or contact staff within three (3) business days following the Planning Council meeting if they have a health-related reason for not being able to attend. Exceptions to the above are to be determined at the discretion of the Nominations Committee; members must address the Nominations Committee in person or in writing for an exception to be considered.
- b. Leave of Absence should be submitted in writing to the Office of HIV Planning regardless of reason. Leave of absence would not exceed 90 days with only 1 leave of absence per one term (term=2 years). Any absence over 90 days would remove the individual from the Planning Council to which they could reapply.

Article IV: Officers

Section 1. The Planning Council shall be chaired by two co-chairs. At least one co-chair shall be HIV-positive. Neither co-chair shall be an employee of the City of Philadelphia nor a fiscal agent through which the City of Philadelphia contracts for Part A services or administrative support, but may be an employee of an agency that is a recipient of Part A funds. Co-chairs shall be elected annually and shall serve a term of two years, which will be staggered.

Section 2. The co-chairs shall facilitate regular and special meetings of the Planning Council. Co-chairs shall serve as spokespersons for the Planning Council, with prior Council approval, set meeting agendas in collaboration with support staff and with input from Council members; and attend Integrated Executive Committee meetings.

- a. Unless the co-chairs have acquired full Planning Council approval as expressly stated in this section, co-chairs shall not serve as spokespersons for the Planning Council and shall not publicly hold themselves out as speaking on behalf of the Planning Council.

Article V: Meetings

Section 1. The quorum of the Planning Council shall be more than one-third (1/3) of the membership of which at least twenty percent (20%) shall be members living with HIV. Absentee and proxy votes shall not be considered.

Section 2. The rules of parliamentary procedure as set forth in Robert’s Rules of Order, shall govern all meetings of the Planning Council, its committees, and any additional working groups. The Planning Council shall strive for consensus in its deliberations.

Section 3. All voting members shall have one vote except for the presiding co-chair, who may only vote in the case of a tie vote.

Section 4. The Planning Council shall meet regularly at least six times annually and meetings shall be open to the public. Special meetings may be called by agreement of both co-chairs or by written endorsement of one-third (1/3) of the membership of the Planning Council with notice provided to the Office of HIV Planning. Notice of special meetings and shall be made at least seventy-two hours in advance of the meeting, along with the meeting agenda, to the maximum extent possible.

Section 5. The Planning Council acknowledges that public participation at Council meetings provides necessary input on matters of concern to the community and contributes to effective community planning.

- a. To this end, the Planning Council shall establish a designated period at the beginning of regular Planning Council meetings to allow the general public to address the Council with issues related to the Council’s legislative mandate as stated in the Public Health Service Act, Title XXVI. Additional time for Public Comment may also be allowed after deliberations on any Action Item prior to a vote on the item, as called for by the Co-Chair/s.
- b. Up to fifteen minutes shall be set aside for members of the public to speak. No speaker shall be allowed longer than five minutes, and depending on the number of speakers, the amount of time allocated to each speaker may be less than five minutes. The Co-Chairs have the discretion to extend this period of Public Comment, or to suggest issues/items be considered under another agenda item, such as New Business or under an Action Item, if the issue requires further consideration by the Council members. The Co-Chair/s may also permit Public Comment, at his/her discretion, at any other time during the meeting.
- c. When the Co-Chair/s use/s his/her discretion in the matter of Public Comment, he/she shall clearly articulate his/her reasons for doing so. For example, if the Co-Chair would like to limit an individual’s time to speak or to increase the amount of time allowed for Public Comment, then he/she must explain to those in attendance why such an action is being taken.
- d. Persons wishing to provide comment may do so by signing up on the sheet labeled, “Public Comment Sign-In”, which will be available at the Office of HIV Planning at least 15 minutes before the meeting is called to order. The Co-Chair/s shall offer an

explanation of the Public Comment Process at the beginning of every regular Planning Council meeting.

- e. A member of the public must be acknowledged by the Co-Chairs in order to address the Council. The Co-Chairs shall acknowledge the speakers in the order they appear on the Public Comment Sign-In sheet. Those persons wishing to speak, but whose names do not appear on the sign-in sheet, may have a chance to address the Council, per the Co-Chair/s discretion, after all persons on the sign-in sheet have been given the chance to address the Council.
- f. During this period of Public Comment, the general public may address the Council with comments and/or questions. However, the Co-Chair/s and Planning Council members are not obligated to address the concerns or questions raised at that time. The Chair/s may direct the person making the public comment to address the matter with the appropriate party at a later time, i.e. members of OHP staff, a Committee Co-Chair, etc.
- g. All written comments submitted to the Planning Council shall be considered a part of the Public Comment section and entered into the record of the meeting.
- h. At any meeting of the Planning Council, the Chair/s may give speaking priority to members of the Council during the discussion and deliberation of all Action and Discussion Items before the Planning Council, considering the members of the public are afforded the opportunity to address the Council during the Public Comment period/s at that meeting.

Article VI: Code of Conduct

Section 1. All persons attending any meeting of the Planning Council or one of its committees are entitled to participation as discussed in the bylaws. However, in the event that any person, regardless of Planning Council membership, is called out of order by the Planning Council or Committee Co-Chair/s during a meeting, the following actions shall be taken to restore order to the meeting:

- a. First incident: The disruptive person/s is called out of order by the Co-Chair/s.
- b. Second incident: The disruptive person/s is put on notice that he/she/they are out of order.
- c. Third incident: The Co-Chair/s shall call a five minute recess of the meeting.
- d. Fourth incident: The Co-Chair/s shall ask the disruptive person to leave the meeting.

Article VII: Committees

Section 1. The committees of the Planning Council shall be the Finance Committee, the Nominations Committee, the Needs Assessment Committee, the Positive Committee, and the Integrated Executive Committee. Some of these committees may have joint functions with the Philadelphia HIV Prevention Planning Group (HPG). These committees are responsible for the following:

- a. the Finance Committee reviews the budget for the Office of HIV Planning, assesses the efficiency of the recipient's administrative mechanism in rapidly allocating funds to the areas of greatest need, and other activities as assigned by the Planning Council. This committee also plans and oversees the process for the allocation and reallocations of Part A funds.
- b. the Nominations Committee reviews and recommends candidates for membership on the Planning Council and other activities as assigned by the Planning Council.
- c. the Needs Assessment Committee reviews and recommends needs assessment, epidemiological data, research, and other informational activities (both separately and jointly with the HPG, as appropriate) and other activities as assigned by the Planning Council.
- d. the Positive Committee is comprised of people living with HIV only; it supports and enhances the role of people living with HIV in the Planning Council and the HPG (both separately and jointly with the HPG, as appropriate) and other activities as assigned by the Planning Council.
- e. the Integrated Executive Committee is comprised of the co-chairs of the Planning Council, the co-chairs of the HPG, and the chairs and/or co-chairs of each of the committees of the Planning Council and the HPG; it shall oversee and coordinate the sharing of information between the Planning Council, the HPG, the City of Philadelphia, and other entities as appropriate.
- f. the Comprehensive Planning Committee reviews, deliberates, investigates and makes recommendations on Planning Council-identified issues that are relevant to or may be incorporated into the Integrated HIV Prevention and Care Plan and its updates, and any other activities as assigned by the Planning Council.

Section 2. Each committee shall establish its own quorum of which at least twenty percent (20%) shall be people living with HIV.

Section 3. The rules of parliamentary procedure as set forth in Robert's Rules of Order, shall govern all meetings of the committees. The committee shall strive for consensus in its deliberations.

Section 4. Each committee shall establish appropriate meeting schedules.

Section 5. A committee member will be removed from Planning Council membership for being absent without being excused prior to the meeting from three consecutive, regularly scheduled committee meetings or five total absences from such meetings within a planning calendar year. Exception may be given to individuals in violation of this policy that address their situation to the Nominations Committee in person.

Section 6. Each committee shall elect chairs or co-chairs as appropriate; for joint Planning Council/HPG work, committees shall elect one co-chair from each body.

Section 7. From time to time, working groups may be established by the Planning Council to address specific issues. Working groups shall operate under the rules established for committees.

Article VIII: Management and Operations

Section 1. The Planning Council shall be supported by the Office of HIV Planning under the supervision of the Office of the Health Commissioner of the City of Philadelphia.

Section 2. The Office of HIV Planning staff shall provide day-to-day management of activities of the Planning Council and its committees, administer the Planning Council support budget, and support the Planning Council, its committees, and its members with training, planning, and other administrative supports and to ensure compliance with local, state, and federal law and regulations.

Section 3. The Office of HIV Planning staff shall have no voting authority on the Planning Council or its committees and shall not serve as spokespersons for the Planning Council.

Article IX: Grievance Procedures

Section 1. It shall be the policy of the Planning Council to attempt to resolve grievances through informal dispute resolution.

Section 2. The Planning Council may only be grieved for either of the following:

- a. deviations from an established, written priority-setting or resource allocation process; or
- b. deviations from an established, written process for any subsequent changes to priorities or allocations.

Section 3. Only individuals or entities directly affected by the outcome of a decision related to funding as defined above are eligible to bring a grievance including providers eligible to receive Part A funds, consumer groups, and other affected entities and individuals.

Section 4. The Office of HIV Planning shall make available upon request a full description of the Planning Council's grievance procedures including procedures for submitting grievances.

Article X: Conflict of Interest

Section 1. The Planning Council shall have no role in determining the specific agencies or organizations with whom the recipient, its fiscal agents, or other designees may contract for the delivery of health services utilizing Ryan White HIV/AIDS Program Part A funds.

Section 2. The rules contained in this section apply to all members, members of committees, work groups, task forces and technical advisory groups, staff members, contractors and

consultants to the Planning Council, and all of whom shall be referred to as Planning Council for the purposes of this section.

- a. No Planning Council member shall use his or her relationship with the Planning Council for private gain.
- b. Whenever any matter arises with respect to which a Planning Council member either has a conflict of interest or has any question about the existence of a conflict, he or she shall make a full disclosure of such conflict or possible conflict before the matter is discussed.
- c. Persons who have conflicts of interest as defined herein may participate in the discussion in question but shall not vote on that matter.
- d. For the purposes of this paragraph, conflict interest shall be defined as a direct financial or fiduciary interest, which shall include, without limitation, ownership, employment, contractual, creditor, or consultative relationship to, or Board membership in, an entity or individual, or in a substantial affiliate of such an entity including any such interest that existed at any time during 12 months preceding the vote, with respect to which a vote is to be taken. This shall not preclude such member from voting on matters affecting a large group of entities or individuals including the one in which he or she has an interest. Such member shall not, however, vote on a matter affecting only the particular entity or individual he or she has an interest or a small group of entities or individuals including such particular entity or individual.

Section 3. A member's receipt of Ryan White HIV/AIDS Program Part A funded services is not to be construed, in and of itself, as a conflict of interest.

Article XI: Amendments

Section 1. These bylaws may be amended by the Planning Council at any regular meeting by a two-thirds (2/3) vote of those voting members present.

Section 2. Amendments to these bylaws shall be made only after members have been given thirty (30) days written notice of proposed amendments.