

MEETING AGENDA

VIRTUAL:

Thursday, April 13, 2023

12:00 p.m. – 2:00 p.m.

- ◆ Call to Order

- ◆ Welcome/Introductions

- ◆ Approval of Agenda

- ◆ Approval of Minutes (January 12th, 2023)

- ◆ Report of Co-Chairs

- ◆ Report of Staff

- ◆ Discussion Item
 - Debrief of Orientation Presentation
 - Bylaws Discussion
 - Buddy/Mentor Brainstorm

- ◆ Other Business

- ◆ Announcements

- ◆ Adjournment

Please contact the office at least 5 days in advance if you require special assistance.

The next Nominations Committee meeting is

VIRTUAL: May 11th, 2023 from 12:00 p.m. to 2:00 p.m.

Office of HIV Planning, 340 N. 12TH Street, Suite 320, Philadelphia, PA 19107

(215) 574-6760 • FAX (215) 574-6761 • www.hivphilly.org

Please contact the office at least 5 days in advance if you require special assistance.

**VIRTUAL: Nominations Committee
Meeting Minutes of
Thursday, January 12th, 2023
12:00 p.m. – 2:00 p.m.**

Office of HIV Planning, 340 N. 12th St., Suite 320, Philadelphia PA 19107

Present: Lupe Diaz, Michael Cappuccilli. Sharee Heaven, Shane Nieves,

Excused: Julie Hazzard, Juan Baez

Staff: Debbie Law, Sofia Moletteri, Kevin Trinh, Mari Ross-Russell, Tiffany Domingue

Call to Order: M. Cappuccilli called the meeting to order at 12:13 pm

Introductions: M. Cappuccilli asked everyone to introduce themselves.

Approval of Agenda:

M. Cappuccilli referred to the January 2023 Nominations agenda and asked for a motion to approve. **Motion:** L. Diaz motioned; M. Cappuccilli seconded to approve the January Nominations agenda. Motion passed: all 3 in favor. The January 2023 agenda was approved.

Approval of Minutes (December 8th, 2022):

M. Cappuccilli referred to the December 2022 Nominations minutes. **Motion:** D. Law motioned; M. Cappuccilli seconded to approve the December 2022 meeting minutes and Agenda via a Zoom poll. Motion passed: 3 in favor. The December 8th Minutes were approved.

Report of Co-chairs

None.

Report of Staff

D. Law had sent the training materials to all the nominees. D. Law reported that none of the nominees had replied back to her. M. Cappuccilli asked D. Law if she sent materials were the PowerPoint. D. Law replied that the sent materials were the information found on the OHP website (Office of HIV Planning) under the resources tab. M. Ross-Russell asked D. Law if she had asked the email recipients to reply back to her once they had read the email. M. Ross-Russell confirmed that some people had received the email. The email contained a SurveyMonkey quiz and M. Ross-Russell was notified when nominees had answered the survey.

D. Law said she previously had sent them all the materials for the nominations. She planned to send the HIPC materials piece by piece to keep the members engaged leading up to orientation.

M. Ross-Russell asked again if D. Law asked the nominees to reply back. D. Law confirmed that she had in the email. D. Law believed that the members were not replying back because some are comfortable using technology. L. Diaz asked if D. Law could send the nominees a personal message during the HIPC (HIV Integrated Planning Council) meeting later that day. D. Law said she would if the nominees were present at the meeting.

D. Law transitioned to the next topic. She asked M. Ross-Russell why 35 members were chosen for HIPC. M. Ross-Russell explained that 35 was an odd number and would minimize the number of ties when HIPC would vote on a topic. M. Cappuccilli asked if there was an HRSA membership minimum requirement. M. Ross-Russell said there used to be a requirement for an epi person in the group.

M. Cappuccilli asked if there was a requirement. M. Ross-Russell said there have been EMAs where there were 10 members total. M. Ross-Russell said the actual number is determined by the planning body. For example, M. Ross-Russell said New York has a high membership due to their planning body. T. Dominique asked a question about the member. M. Ross-Russell said that it was during the pandemic that the number of members became an issue. M. Cappuccilli asked if suburban areas did not receive a tax clearance due to the new laws enacted by the city of Philadelphia. M. Ross-Russell said that she had visited the Philadelphia government's site and explained that the site requires an address. However, it does not ask if the person is a renter or owner. M. Ross-Russell said the site asked for the address and OPA number.

M. Cappuccilli asked if they should recommend people regardless of whether they had paid taxes or not. M. Ross-Russell said that they should because the EMA covers areas in the city and suburbs. L. Diaz asked if all the members were approved. M. Ross-Russell confirmed that all the members were approved by the city. M. Ross-Russell said that they need to prepare for what happens if the city government staff will stay the same or if there will be different people after the mayoral race.

Discussion Items:

-Increasing Engagement for Orientation-

M. Cappuccilli asked D. Law if the Orientation meeting taking place on February 9th will be taking the place of the nominations meeting. M. Cappuccilli and L. Diaz voiced that they would be committing to attending the Orientation Meeting. L. Diaz said that she and S. Heaven would be present at the Orientation as the co-chairs.

M. Ross Russell felt the Planning Council did not have a roles and responsibilities discussion for the whole body and she wanted to include this section in the Orientation Meeting.

M. Ross Russell predicted that the Nominations Committee could be receiving their final award in February. If this happened, M. Ross-Russell said the Planning Committee would need to have an allocations discussion. M. Cappuccilli confirmed with M. Ross-Russell that they would be having the Orientation Meeting at noon on February 9th and M. Ross-Russell would be responsible for the Roles and Responsibilities meeting in the general meeting. M. Ross-Russell would concisely explain the responsibilities that the mayor, recipient, and the CPC.

M. Cappuccilli asked if D. Law would be the presenter for the Orientation Meeting between 12 p.m. to 2 p.m. on February 9th. D. Law said that it would depend on the final formation of the Orientation meeting. In the previous meeting, the committee wanted to know if they should add games or allow the members to speak during the orientation to further engagement.

M. Cappuccilli said if they planned the orientation on Feb 9th at around 12 p.m., there should be no need for a meeting afterward. D. Law said that they could always ask the members to stay around for about 5 minutes. D. Law confirmed that J. Baez and S. Heaven would not be able to attend the orientation. D. Law confirmed that M. Cappuccilli and S. Nieves would attend the orientation.

L. Diaz notified the committee may not attend the orientation due to health reasons. She promised that she would email D. Law before the orientation to give her an update. M. Cappuccilli recommended reaching out to the nominees to confirm if they can attend orientation and then divide the attendees into groups. D. Law voiced her concern that the orientation members may be uncomfortable speaking about certain topics. M. Ross-Russell suggested asking more experienced members to present the topics if they were knowledgeable. M. Ross-Russell suggested that if they encountered a topic that is too sensitive, they could allow a Nominations Committee member to present it or remove the topic entirely. M. Ross-Russell explained that giving a knowledgeable member a topic to present would give them something comfortable to speak about and create a more diverse voice within the orientation.

M. Cappuccilli said he had reviewed the orientation Powerpoint and felt confident that he could present any topic with the information readily at hand. He believed that information left off the slide would be information the audience would not retain. D. Law was concerned about how comfortable S. Nieves and J. Hazzard would be presenting the information. M. Ross-Russell volunteered to contact Shane and Julie to see if they were comfortable presenting the information. If S. Nieves and Julie were not comfortable, then the other staff can substitute. M. Ross-Russell asked Shane who was in attendance at the meeting. Shane said they were comfortable attending orientation and were more comfortable facilitating engagement from the members by answering questions rather than presenting. L. Diaz volunteered to present slides that focused on topics such as the history of HIPC and other non-quantitative topics.

D. Law asked how they will incorporate breaks and games into the orientation. M. Cappuccilli believed that breaks and games would only add time to an already long presentation. He suggested the committee could ask the members to share their stories during small breaks and allow them to share their background stories. D. Law asked the committee how they would assign presenters for each slide. She was concerned that the members would be disengaged if they had only heard one voice. L. Diaz said that they should determine this based on the number of people attending the orientation. S. Moletteri stated there would be 50 people attending orientation. L. Diaz proposed breaking the presentation into 10 pages for each person. M. Cappuccilli asked D. Law to assign persons to each slide since she knows the presentation best. D. Law indicated that she was uncomfortable with this idea. D. Law went to slide 21 of the presentation regarding community planning. D. Law said M. Ross-Russell will present this slide to the planning council.

T. Dominique asked if the orientation is about building a community and engagement as much as it is about informing the community. M. Cappuccilli reaffirmed that it was the goal.

D. Law recalled that the committee previously allotted time for testimonials at the end of orientation when they were held in person. D. Law said she usually starts her icebreaker by letting members share their stories but acknowledged that not every person would want to share. M. Cappuccilli suggested that had

four to five members share their stories. M. Ross-Russell agreed and added they should share their stories throughout the orientation. M. Ross-Russell believed it made the presentation seem more about the personalities and community rather than something that members have to remember.

D. Law said she would add the presenter's name before each slide as a cue that it was their turn to present. M. Cappuccilli asked to be given the slide number assign to him before the orientation and D. Law promised that she would. D. Law said the committee is free to edit the presentation. L. Diaz said she was willing to share her story and that she wanted to present the section on the history of Ryan White on slide 12.

M. Ross-Russell said she was willing to help anyone during their presentations if they asked her. D. Law reminded the committee that sharing their story was optional. S. Nieves asked what kind of stories they would be sharing. M. Cappuccilli and L. Diaz offered their support and gave some examples of information S. Nieves could present. D. Law said she will find a spot for S. Nieves to present and notify them before the orientation.

D. Law brought the discussion back to breakout rooms. L. Diaz said there were too many slides to do in breakout rooms. M. Ross-Russell asked how many MP3 recordings were in the presentation. D. Law planned that not all members would be able to attend the orientation and has placed many recordings in the presentation for the absent members. M. Ross Russell suggested limiting the number of recordings during the presentation to save time. M. Ross-Russell would leave the mp3 files and other recordings since they may take longer.

D. Law asked if it was important for the staff to share their stories. M. Ross-Russell said it was more important for the members to share their stories. M. Cappuccilli suggested reviewing the quiz with the members at the end if there is time left over from the presentation. He hoped that the quiz would spark discussion and intrigue the members. M. Ross-Russell approved because she wanted the presentation to be as interactive as possible.

S. Heaven said that the quiz should be fun and reflect the personalities of the committee. T. Dominique confirmed that they could do polls and quizzes to make the orientation more interactive. L. Diaz suggested portioning out the question evenly throughout the orientation. M. Cappuccilli stated that between January 12 and February 9th, they would be in contact with D. Law to make sure the materials and sections for the presentation were correct. D. Law suggested meeting the day before the orientation to make sure that everything is in order. M. Cappuccilli and L. Diaz stated they were interested. S. Nieves said it might be difficult for them to attend if it was the day before the orientation. S. Nieves opened their calendar and said the meeting would have to be in the morning and not in the afternoon since they had meetings in the afternoon. M. Cappuccilli said any time would be appropriate for him. L. Diaz said any time before 3:30 p.m. would be fine. S. Heaven said she would be on vacation during this time. D. Law said there was no obligation to attend the meeting since it is an unofficial meeting. M. Ross Russell suggested February 8th at 11 am as the meeting date. S. Nieves agreed that it was a suitable date but they would have to leave at around 12 p.m. due to prior commitments. M. Ross Russell said she did not anticipate that the meeting will last an hour or more since they only reviewing the presentation.

M. Cappuccilli reminded the committee to make sure that the word "overview" is written as one word rather than two on the slide presentation. S. Moletteri made the corrections to the slide. M. Cappuccilli asked if they were using the word "recipient" or "grantee". M. Ross-Russell confirmed they were using the word recipient. M. Cappuccilli asked to change certain slides to make the language more consistent. S. Moletteri made the corrections on slide 25. M. Cappuccilli asked

why the priority setting was 1 to 3 years on slide 29. M. Ross Russell explained that the priority setting could have been earlier but the committee had voted to hold off on it due to the possible effects the pandemic may have on the results. D. Law explained that the Integrated Plan is a 5-year plan and that allocation happens every year while the priority setting happens every 1 to 3 years. D. Law stated that these 3 topics were separate. M. Ross Russell said that the Integrated Plan can be updated during the 3-year period.

M. Ross-Russell said the epidemiology profile is in the middle of being updated. The section is under scrutiny because the data used for the profile is being called into question. M. Cappuccilli asked a question about slide 27 about HIPC's roles and responsibilities. M. Cappuccilli asked if HIPC had the authority to develop standards of care. He had thought the recipient had that power. M. Ross-Russell said it was a dual role where the planning body and the recipient could choose to do together. M. Ross-Russell said that when they are asking questions about service on the quiz, they were also evaluating the effectiveness of the service. M. Ross-Russell said the community survey is the evaluation process. D. Law said that if M. Cappuccilli goes to slide 15, it will answer the question that M. Ross-Russell had answered.

M. Cappuccilli went to slide 47 and asked if the presentation had explained what a conflict of interest would be. D. Law said they generally reviewed conflicts of interest before allocations and they were reviewed multiple times per year. M. Ross-Russell said conflict of interest is built into the legislative interest. She explained conflict of interest is unavoidable and that the problem is how it is managed. For example, M. Ross-Russell said that if she wanted someone to represent AIDs services organizations on the planning council, the reality that the AIDs service organization is funded by Medicare Part A makes it a conflict of interest. M. Ross-Russell concluded that she would be presenting the slide on conflict of interest.

Review Membership Bylaws/Open Nominations process

M. Cappuccilli asked if the committee would want to table the review of the Membership Bylaws. L. Diaz agreed to table the ByLaws discussion because J. Baez, who was an AIDs lawyer, was not at the meeting.

M. Ross-Russell said that if they wanted to change the language on the ByLaws, they would still need to go through the planning body and wait 30 days. M. Ross-Russell added that additional time would be needed depending on what was to be changed. M. Ross-Russell explains that the open nominations process is a policy as well because the planning body has to agree to it. D. Law reminded the committee that the reason the topic was up for discussion was that HIPC was below membership levels and the question was why they could not change the ByLaws. D. Law added that they had to change the ByLaws due to the changes in the tax law and the change in format to Zoom. M. Cappuccilli asked if this was an issue for a more open nominations group. L. Diaz said there was not enough time for this discussion and the committee agreed to table the discussion. M. Ross-Russell believed the earliest they could have the discussion would be in March 2023. D. Law reminded them that they have Spring nominations coming up.

Any Other Business:

None.

Announcements:

None.

Adjournment:

M. Cappuccilli called for a motion to adjourn. **Motion:** L. Diaz motioned, and M. Cappuccilli seconded to adjourn the January Nominations meeting. **Motion passed:** Meeting adjourned at 1:42 p.m.

Respectfully submitted,

Kevin Trinh, staff

Handouts distributed at the meeting:

- January 2023 Meeting Agenda
- December 2022 Minutes
- HIPC Bylaws
- Open Nominations Process

Philadelphia EMA HIV Integrated Planning Council

Bylaws

(updates approved December 2018)

Article I: Name and Establishment

Section 1. The name shall be the Philadelphia Eligible Metropolitan Area (EMA) HIV Integrated Planning Council, hereafter referred to as the Philadelphia EMA HIV Integrated 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) and Centers for Disease Control and Prevention (CDC) of the U.S. Department of Health and Human Services, and with all applicable local, state, and federal laws and regulations.

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 Office of the Health Commissioner of the City of Philadelphia shall monitor, identify support for, and be apprised of the activities of the Planning Council through the elected and appointed Co-Chairs of the Planning Council and the staff of the Office of HIV Planning.

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. The Planning Council will also collaborate and coordinate with AACO on prevention activities, including participation in the concurrence process described in Article II, Section 6.

Article II: Purpose

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

Section 2. The Planning Council shall establish priorities, allocate Ryan White HIV/AIDS Program Part A 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 interventions;

- c. input from the HIV-positive and at-risk communities; 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 Ryan White HIV/AIDS Program Part A funds to the areas of greatest need within the EMA consistent with established priorities, allocations, and instructions.

Section 4. The Planning Council shall assess the effectiveness of the services supported by Ryan White HIV/AIDS Program 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 an integrated comprehensive plan for the organization and delivery of Ryan White HIV/AIDS Program Part A and CDC prevention services that is compatible with other local, regional, and state plans.

Section 6. The Planning Council shall review the integrated comprehensive plan to determine whether prevention resources are being allocated to the areas of greatest need. The Planning Council shall then submit a letter of concurrence, concurrence with reservations, or non-concurrence to the CDC.

Section 7. 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 and prevention program funds.

Section 8. The Planning Council shall establish methods of obtaining input on community needs and priorities from the HIV-positive and at-risk communities 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. The Planning Council shall strive to ensure parity, inclusion, and representation.

Section 2. The Planning Council membership shall be consistent with the Ryan White HIV/AIDS Program Part A 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 Centers (FQHCs)
- b. community-based organizations (CBOs)/AIDS service organizations (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 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 three (3) years

Section 3. The Planning Council will include one mandatory seat, which shall be filled by an appointed representative of the recipient. This appointee shall also serve as the governmental Co-Chair, and shall abstain from any votes related to priority setting and/or resource allocation. Since this is an appointed role, this individual will not have a term limit, is not subject to the attendance policy, and does not count toward the membership limit.

Section 4. It shall be the goal of the Planning Council that a minimum of fifty percent (50%) of the voting members are people with HIV and that, among members with HIV, at least thirty-three percent (33%) have no consulting, employment, or fiduciary relationship with any provider agency that receives Part A funds.

Section 5. The CEO 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 6. Any member may resign from membership by written or other form of notice to the Office of HIV Planning.

Section 7. 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 CEO 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 CEO may, by written notice to the member, terminate membership for cause.
- c. The Planning Council may recommend to the CEO 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 8. Members are appointed for terms of two years unless otherwise designated by the CEO.

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

Section 9. 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 contacts 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. Leaves 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 one 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 three Co-Chairs. No elected Co-Chair shall be an employee of 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 subrecipient of Part A funds. Two of the Co-Chair positions shall represent the community. These two Co-Chairs shall be elected and shall serve terms of two years, which will be staggered. The third Co-Chair will be selected by the recipient, and will act as the governmental Co-Chair. At least one Co-Chair (either community or governmental) shall be HIV-positive. It is the goal of the Planning Council that at least one of the elected Co-Chairs is HIV-positive.

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 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 the 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 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 Planning 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 Planning 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 Planning 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 Planning 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 Planning Council, per the Co-Chair/s discretion, after all persons on the sign-in sheet have been given the chance to address the Planning Council.
- f. During this period of Public Comment, the general public may address the Planning 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 Planning 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 Planning 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 Comprehensive Planning Committee, the Executive Committee, the Finance Committee, the Nominations Committee, the Positive Committee, and the Prevention Committee. These committees are responsible for the following:

- a. 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. This committee also reviews and recommends needs assessment, epidemiological data, research, and other informational activities as assigned by the Planning Council.
- b. the Executive Committee is comprised of the Co-Chairs of the Planning Council and the Chairs and/or Co-Chairs of each of the committees of the Planning Council; it shall oversee and coordinate the sharing of information between the Planning Council, the City of Philadelphia, and other entities as appropriate.
- c. 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.
- d. the Nominations Committee reviews and recommends candidates for membership on the Planning Council and other activities as assigned by the Planning Council.
- e. 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 other activities as assigned by the Planning Council.
- f. the Prevention Committee reviews, deliberates, investigates and makes recommendations on prevention activities 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.

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 laws 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 or CDC prevention funds.

Section 2. The rules contained in this section apply to all members, members of committees, working 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 of 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 a 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 or CDC prevention 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.