



# **BYLAWS**



Table of Contents

ARTICLE I: NAME ..... Page 3

ARTICLE II: PURPOSE AND DUTIES..... Page 3

ARTICLE III: MEMBERSHIP ..... Page 5

ARTICLE IV: OFFICERS ..... Page 10

ARTICLE V: MEMBERSHIP RESPONSIBILITIES ..... Page 12

ARTICLE VI: PLANNING COUNCIL MEETINGS ..... Page 13

ARTICLE VII: COMMITTEES ..... Page 14

ARTICLE VIII: CONFLICT OF INTEREST ..... Page 17

ARTICLE IX: VOTING ..... Page 18

ARTICLE X: GRIEVANCES ..... Page 18

ARTICLE XI: AMENDMENTS..... Page 19

ARTICLE XII: PARLIMENTARY AUTHORITY..... Page 19

ATTACHMENTS

- Glossary: Definition of Terms

# HIV/AIDS OAKLAND TRANSITIONAL GRANT AREA PLANNING COUNCIL BYLAWS

## ARTICLE I NAME

- Section 1.1 **Planning Council Legal Name**  
The name of the organization shall be the Oakland Transitional Grant Area Planning Council (hereafter referred to as "OTGA" or "The Planning Council").
- Section 1.2 **Service Area**  
The Planning Council service area includes Alameda and Contra Costa Counties. These counties constitute the Oakland Transitional Grant Area (TGA) as specified by the Health Resources and Services Administration's HIV/AIDS Bureau (HRSA/HAB) for services under Part A of the Ryan White HIV/AIDS Treatment Extension Act of 2009 (RWHAP).
- Section 1.3 **Principal Office of the Planning Council**  
The Principal Office of the Planning Council shall be the designated Planning Council Support contractor and or staff of Alameda County Office of HIV Care and Prevention.
- Section 1.4 **Recipient**  
The RWHAP Part A recipient is the Alameda County Office of HIV Care and Prevention.

## ARTICLE II PURPOSE and DUTIES

- Section 2.1 **Appointment of the Planning Council**  
The Planning Council is appointed by and serves at the discretion of the Alameda County Board of Supervisors, designated Chief Elected Officer (CEO) in accordance with Part A of the Ryan White HIV/AIDS Treatment Extension Act of 2009 or subsequent reauthorizations. It operates in compliance with the requirements and the California State Office of AIDS Community Planning Guidance of 1996.
- Section 2.2 **Vision**  
We boldly dare to stop all new HIV infections while improving the quality of life for those living with HIV disease in collaboration with the Recipient.
- Section 2.3 **Mission**

The Oakland Transitional Grant Area Planning Council will provide comprehensive planning, prioritization, and resource allocation regarding HIV/AIDS services in Alameda and Contra Costa Counties that is inclusive, equitable, compassionate, and respectful of human rights.

Section 2.4 **Values Statement**

We will employ a comprehensive and inclusive process, which is both data and community-input driven to allocate funds for HIV/AIDS in Alameda and Contra Costa Counties.

Section 2.5 **Purpose and Role**

The role of the Planning Council is to carry out planning for the RWHAP Part A in the TGA, implementing the roles specified in the current RWHAP legislation.

The Planning Council shall provide a forum for community members affected by the disease, community members with diagnosed HIV infection, providers, and other stakeholders. It shall serve as:

- A decision-making Council regarding the use of RWHAP Part A funds, including Minority AIDS Initiative (MAI) funds,
- An advisory Council on prevention that prioritizes HIV prevention strategies and interventions for identified risk groups.

The Planning Council shall advise the CEO, Alameda County Board of Supervisors, on issues related to the prevention and treatment of HIV disease and perform other duties assigned by the CEO or designee.

Section 2.6 **Responsibilities**

The Planning Council shall meet all responsibilities stated in the Ryan White HIV/AIDS legislation or specified through guidance from the funding agencies. Its responsibilities shall include, but not be limited to, the following:

1. Assess the service area's HIV/AIDS service needs and gaps, including the needs of those who know their HIV status but are not receiving HIV-related primary medical care, as well as disparities in access to care across affected groups.
2. Establish priorities for the allocation HIV funding for RWHAP Part A including MAI using a data-based decision-making process.
3. Develop a Comprehensive/Integrated HIV Prevention and Care Plan for the service area that is compatible with existing State and local plans and is based partly on participation in the development of a Statewide Coordinated Statement of Need (SCSN).

4. Assess the efficiency of the Administrative Mechanism of the recipient in rapidly disbursing Part A funds to the areas of greatest need within the eligible area and, if determined to be necessary, assess the effectiveness of the services offered in meeting identified needs.
5. Promote collaboration among all recipients and sub-recipients and other community-based organizations (CBOs) delivering HIV-related health, prevention, and social services.
6. Promote a comprehensive continuum of care throughout the service area; this includes identifying strategies to improve the entire HIV care continuum, from primary prevention through viral suppression.
7. Provide information to community providers and stakeholders in order to increase awareness of and accessibility to HIV-related services.
8. Evaluate the effectiveness of the planning process.

### **ARTICLE III MEMBERSHIP**

#### **Section 3.1 Members**

The CEO or designee shall appoint members of the Planning Council. Regular members shall be selected in accordance with federal requirements, these Bylaws, the Planning Council's open nominations process, and other applicable policies and procedures that are adopted by the Planning Council. Members are voluntary without compensation.

#### **Section 3.1.1 Number of Members**

The Planning Council shall have not less than 15 and not more than 35 voting members or designee.

#### **Section 3.1.2 Member Diversity**

Member recruitment efforts are expected to ensure that the Planning Council as a whole and its people living with HIV/AIDS (PLWHA) members reflect the diversity of the area's at-risk and affected populations, demographically and geographically, as well as HIV-related institutional and community-based prevention, health, and support service providers.

Best efforts shall be made to ensure that the number of members from each county reflects that county's percent of all persons living with HIV disease, based on the most recent prevalence data.

### Section 3.1.3 **Membership Composition**

In compliance with applicable statutory and regulatory requirements, membership shall include the following groups and individuals:

1. Not less than one-third of voting members, excluding vacancies, shall be unaligned people living with HIV/AIDS. Unaligned PLWHA are individuals who are receiving HIV-related services pursuant to a RWHAP Part A funded grant; and are not officers, directors, trustees, salaried employees, paid consultants or contractors/subcontractors, or stipend volunteers of any entity that receives or is applying for HIV funding from RWHAP Part A funds. For purposes of the preceding sentence, an individual shall be considered to be receiving such services if the individual is a parent of, or a caregiver for, a minor child who is receiving such services. PLWHA as a group shall reflect the demographics of the service area population of individuals with HIV.
  
2. As required in the Ryan White legislation, the Planning Council shall include representatives of:
  - A. Health care providers, including federally qualified health centers;
  - B. Community-based organizations serving affected populations and AIDS service organizations;
  - C. Social service providers, including providers of housing and homeless services;
  - D. Mental health and substance abuse providers [considered two separate categories];
  - E. Local public health agencies;
  - F. Hospital planning agencies or health care planning agencies;
  - G. Affected communities, including people 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;
  - H. Non-elected community leaders;
  - I. State government (including the State Medicaid agency and the agency administering the program under Part B) [considered two separate categories];
  - J. Recipients under subpart II of Part C;
  - K. Recipients under section 2671 [Part D], or, if none are operating in the area, representatives of organizations with a history of serving children, youth, women, and families living with HIV and operating in the area;
  - L. Recipients of other Federal HIV programs, including but not limited to providers of HIV prevention services; and
  - M. Representatives of individuals who formerly were Federal, State,

or local prisoners, were released from the custody of the penal system during the preceding three years and had HIV as of the date on which the individuals were so released.

3. Members shall represent only one legislatively required membership category at a time (categories A through M), even though they may be qualified to fill more than one, with this exception: One person may represent both the Substance Abuse provider and the Mental Health provider categories if that individual's agency provides both types of services and the person is familiar with both programs. As membership changes, a member may be moved from one category to another in order to meet legislative requirements, including legislatively mandated reflectiveness requirements.
4. Only two persons per RWHAP Part A funded provider or public agency shall serve as a member on the Planning Council, unless only that entity is able to provide staff to meet another legislatively required seat (e.g., the same agency has funding for the only Part C program and the only Part D program).

#### Section 3.1.4

##### **Individuals Ineligible for Membership**

An individual is not eligible for Planning Council membership unless that individual agrees to meet all applicable Conflict of Interest requirements, as specified in Section VIII and in State and County legislation and guidelines.

#### Section 3.1.5

##### **Pre-Service Requirements**

1. Following approval by the CEO or designee, a person shall become eligible to serve on the Planning Council when the individual has:
  - Attended two meetings; two Planning Council meetings or one Planning Council meeting and one meeting of a standing committee,
  - Completed orientation

#### Section 3.2

##### **Non-Members**

The Planning Council may include a Non-Member category for committees. A Non-Member shall have no vote in the meetings of the Planning Council but shall have full voting rights in committee meetings (see committee standard operating procedures).

#### Section 3.3

##### **Non-Voting Members**

There shall be one non-voting member, the RWHAP Part A Recipient Representative.

Section 3.4 **Member Responsibilities**

Each member of the HIV Planning Council is expected to:

- Prepare for, attend, and participate actively in monthly Planning Council meetings;
- Join and participate actively in one Planning Council Committee;
- Attend the data presentation(s) and participate in the annual priority setting and resource allocations processes;
- Assist in providing information, referral, advocacy, support, and education regarding HIV disease;
- Actively participate in the recruitment of new members;
- Abide by all approved Policies and Procedures;
- Meet all federal, state, and county conflict of interest requirements; and
- Follow the current approved Rules of Conduct.

Section 3.5 **Open Nominations Process**

1. The Planning Council shall solicit nominations for consideration for appointment to the Planning Council through an open nominations process, as required in the Ryan White HIV/AIDS legislation and detailed in specific policies and procedures established by the Planning Council.
2. Nominees shall be recommended for membership based on legislative requirements and criteria publicized by the Planning Council. The criteria shall include representation, reflectiveness, and Conflict of Interest standards.
3. Requirements for an open nominations process do not eliminate or change the authority of the CEO or designee to appoint members of the Planning Council.

Section 3.6 **Terms and Vacancies**

A member shall serve an initial term of two years with subsequent reappointments of one-year terms not to exceed a total of six consecutive years. A slate of members shall be recommended to the CEO or designee in January of each year, so that appointments can be made and terms can begin in February. If appointments are delayed, the current members shall serve until their successors are appointed and seated.

Recruitment shall continue year-round to fill any vacancies that may occur.

An individual shall not serve more than six consecutive years without a break in

membership of at least 12 consecutive months. If a member resigns or otherwise vacates a seat before the expiration of his or her term, a replacement shall be appointed to serve the remainder of the term. A member who fills an unexpired term may serve a maximum of six consecutive years on the Planning Council prior to a break of at least 12 months. All vacancies occurring at times other than expiration of terms shall be filled as soon as possible. No members shall be seated during the Priority Setting and Resource Allocation period. The Membership Committee shall monitor vacancies and terms of office and membership pursuant to established Planning Council policies and procedures.

Term limits shall not apply to a member who is the only person who can fill a required slot. A waiver of the six-year time limit shall be sought from the County where necessary.

### Section 3.7

#### **Attendance**

1. Members are expected to be punctual and to participate in the entire meeting. A member is considered present at a meeting if the individual is present for the initial roll call and any additional roll calls during a meeting. Roll calls may be taken several times at Data Presentations and at Annual Resource Allocation meetings.
2. A member, who has two consecutive unexcused absences from meetings of the full Planning Council, or two consecutive committee meetings, shall be contacted by Planning Council Support (PCS) staff and be instructed to attend the next meeting from the Planning Council. The member's absence without excuse at the time of the roll call at the beginning of the next meeting shall be considered the third consecutive unexcused absence. This absence shall be considered a resignation and shall automatically remove the member from the Planning Council. Planning Council members shall be entitled to three (3) absences from general council meetings that are excused per calendar year for illness or previously scheduled vacation. Excused absences shall be determined by policies established by the Planning Council. Three (3) excused absences will count as one (1) absence and the member will receive a letter notifying them of the absence.
3. In consideration of the need for representation of persons with HIV/AIDS, those individuals shall be exempt from the termination clause for absences due to illness, provided notice is given to support staff (by telephone, email or text) of their illness. If a PLWHA member is absent and support staff is notified (by self or another person), it will be counted as an excused absence.
4. Any member that needs an extended time off may apply for a leave of absence including maternity leave, family leave, or medical leave for up to one year. A member who does not reinstate their membership after one

year should be considered as resigned and removed from the Council. Any member may elect to resign for personal reasons and have the right to re-apply for reinstatement at any time. For more information, review the Membership Policy.

5. A member who seeks to resign from the Planning Council shall submit a letter of resignation to the Chair or to Planning Council Support staff. If possible, the resignation should provide thirty days' notice to allow time for nomination and appointment of replacement.

Section 3.8 **Termination of Membership**

1. A member serves at the discretion of the CEO, Alameda County Board of Supervisors. Conduct or behavior that the Planning Council deems to interfere with the business of the Planning Council or have a negative impact on the community's confidence in the Planning Council shall be grounds for termination of membership. This includes serious or continued violation of the Rules of Conduct or any other violation as described in the approved Policies and Procedures.
2. When termination is considered, the Executive Committee will review the issue and make a recommendation to the full Planning Council. A majority vote by the Planning Council shall be required to recommend to the CEO or designee that membership be terminated. The CEO or designee may terminate the membership of a Planning Council member with or without the recommendation or approval of the Planning Council.

**ARTICLE IV  
OFFICERS**

Section 4.1 **General**

Officers shall include a two Co-Chairs, a Vice-Chair and a duly elected PLWHA at Large. The Co-Chairs shall not be employees of Alameda County. In the absence of the Co-Chairs and the Vice-Chair, the PLWHA at Large shall serve as Chair *pro tempore*.

Section 4.2 **Term of Office**

Officers shall serve for one year or until their successors are elected and seated.

Section 4.3

**Nomination of Officers**

Nominations for officers shall open in November and close at the February Planning Council Meeting. Members may nominate verbally in a meeting or in writing. The Membership Committee shall receive all nominations, verify each nominee's eligibility to serve in office, and report its findings to the Executive Committee, which shall review this report and present the nominees to the Planning Council.

Only members of the Planning Council who have served for six full months on the Planning Council or any HIV or equivalent planning group shall be eligible for nomination as Co-Chair. This requirement shall not apply to the at-Large PLWHA. To the extent possible, one nominee for Co-Chair shall represent in Alameda County experience, the other shall represent Contra Costa County, and have knowledge of HIV prevention and/or patient/client care.

Section 4.4

**Election of Officers**

The Co-Chairs and the at-Large PLWHA shall be elected by a majority vote by ballot at the annual meeting in February, with terms beginning in March for one Co-Chair and the at-large PLWHA, the second Co-Chair's term shall begin in September. Officers may be elected to a second term only through an affirmative vote of two-thirds of Planning Council members who are present at the meeting.

Section 4.5

**Ascent to Office**

Upon any vacancy in the office of Co-Chair, before the expiration of the term, the Vice-Chair shall automatically become Co-Chair for the remainder of the term and a new Vice-Chair shall be nominated and elected to fill the vacant Vice-Chair office. If a vacancy occurs in both office of the Co-Chair, the Vice-Chair shall ascend to fill the office of one Co-Chair and the Planning Council shall elect a new Co-Chair and Vice-Chair to serve for the remainder of the term.

Section 4.6

**Duties of the Co-Chairs**

The Co-Chair's duties and responsibilities include, but are not limited to the following:

1. Chair Planning Council and Executive Committee meetings.
2. Represent the Planning Council to the CEO or designee, Recipient Representative, HRSA, and other interested parties.
3. Direct the affairs of the Planning Council as its administrative officer.
4. Preside at all meetings of the Planning Council.
5. Act as an ex officio member of the Standing and Special Committees, with the committees being equitably divided among the Co-Chairs.
6. Propose the agenda for every meeting of the Planning Council and Executive Committee.
7. Appoint a parliamentarian.

- Section 4.7      **Duties of the Vice-Chair**  
 The Vice-Chair shall be in training to cover for the Co-Chair. The Vice-Chair’s duties and responsibilities shall include, but are not limited to the following:
1.      Fulfill the duties of the Co-Chairs at any meeting in the absence of the Co-Chairs.
  2.      Assist the Co-Chairs when requested.
  3.      Assume other duties as assigned by the Executive Committee.
- Section 4.8      **Duties of the At-Large PLWHA**  
 The At-Large PLWHA’s duties and responsibilities shall include, but not be limited to, the following:
1.      Attend the Executive Committee meetings.
  2.      Represent the Planning Council in the community and self-disclose their status to the public at large.
  3.      Serve as Chair of the PLWHA Committee
  4.      Provide reports of Committee activities to the Executive Committee and the full Planning Council.

**ARTICLE V  
 MEMBERSHIP RESPONSIBILITIES**

- Section 5.1      **Committee Assignments**  
 Members are required to serve on at least one Standing Committee. Members may indicate any committee preferences on the application and Planning Council staff will consider these preferences and Planning Council needs and recommend members for appointment to a committee as their primary committee. Members may elect to join one other Standing Committee (elective committee).
- Section 5.2      **Rules of Conduct**  
 Members shall follow the current approved Rules of Conduct, which are included in the Planning Council’s Policies and Procedures.
- Section 5.3      **Disciplining of Members**  
 Members who violate the Rules of Conduct, interfere with the business of the Planning Council, or have a negative impact on the community’s confidence in the Planning Council may be recommended for reprimand, censure, suspension, or removal, as defined in the Policies and Procedures for the Rules of Conduct and in Section 3.8 of these Bylaws.

**ARTICLE VI**

## PLANNING COUNCIL MEETINGS

### Section 6.1 **Planning Council Meetings**

Unless specifically enumerated within these Bylaws, all meetings of the Planning Council shall be conducted in accordance with the Ralph M. Brown Act (Government Code Sections 54950-62). The February meeting will be the Annual Orientation meeting. The Planning Council shall elect officers at the annually at the February meeting.

### Section 6.2 **Meeting Frequency, Time, and Location**

The Planning Council shall meet at least 10 times per year. These meetings shall include regularly scheduled Planning Council meetings and training sessions as well as the Annual Data Presentation, Priority Setting, and Resource Allocation meetings. The Planning Council shall establish a meeting schedule and determine the times and locations of such meetings, as specified in Planning Council Policies and Procedures related to meetings.

### Section 6.3 **Open Meetings**

The following are Open Meeting Requirements in accordance with criteria established by HRSA and the Brown Act:

1. The meetings of the Planning Council shall be open to the public and shall be held only after adequate notice to the public.
2. The records, reports, transcripts, minutes, and agenda and other documents made available to or prepared for or by the Planning Council shall be available for public inspection and copying at the offices of Planning Council Support.
3. All meeting records shall be available for public inspection. The Planning Council shall keep minutes of each meeting of the Planning Council and its committees. Approved minutes shall be posted on the Planning Council's website.

### Section 6.4 **Public Comment Period**

In accordance with the Brown Act, the Planning Council will provide an open public comment period at the beginning of each meeting.

### Section 6.5 **Action Items**

Planning Council members shall receive information on action Items for discussion prior to the vote being taken at a Planning Council meeting.

### Section 6.6 **Participation through Electronic Means**

Members of the Planning Council may connect to meetings from a distance through electronic means such as teleconference calls, and online voting in compliance with Planning Council Policies and Procedures stating limits,

requirements, and criteria for such participation. A physical space shall always be provided for meetings so that members and the public can participate in person.

Section 6.7

**Quorum**

A quorum is the presence of a majority of current Planning Council members at any Planning Council Meeting, including Annual Data Presentations, Priority Setting and Resource Allocation. If quorum is not established, the only action that can legally be taken is to fix the time for adjournment, recess, adjourn, or to take measures to obtain a quorum.

Section 6.8

**Special Meetings**

The Planning Council may convene a special meeting at a time different from that of any regular meeting in order to consider one or more items of business, which must be specified in the notification for the special meeting. A special meeting shall be convened only when an item of business must be decided prior to the next scheduled meeting, to meet funder requirements and/or to safeguard HIV services, and when the Executive Committee cannot take action on the Planning Council's behalf.

Section 6.9

**Notification of Meetings**

Notification of Meetings shall be provided in accordance with the Laws of the State of California. Planning Council Support staff shall provide a five business days' notice of the date, time, and location of Planning Council and Committee meetings. Special meetings require a notice of at least three full business days. Members shall receive notification in accordance with the Planning Council's Policies and Procedures on meetings.

**ARTICLE VII  
COMMITTEES**

Section 7.1

**Oakland Transitional Grant Area Planning Council Committees  
Executive Committee**

Coordinates committees develops Planning Council agendas, reviews presentations prior to Planning Council meetings, reviews and updates Bylaws, oversees Council operations and work plans, provides input on orientation and training materials, monitors attendance. Please see corresponding Executive Committee Standard Operating Procedures.

**Planning, Priorities, and Allocations Committee**

Conducts the Needs Assessment and Integrated Plan, oversees the Priority Setting and Resource Allocation processes, reviews fiscal reports and expenditures. Please see corresponding Planning, Priorities, and Allocations Committee Standard Operating Procedures.

### **Quality Services Committee**

Evaluates the effectiveness and quality of services, oversees care continuum from primary prevention through viral suppression, provides input on the Standards of Care, reviews service utilization data, conducts the Assessment of Administrative Mechanism. Please see corresponding Quality Services Committee Standard Operating Procedures.

### **People Living with HIV/AIDS Committee**

Ensures the best interests of PLWHA are met within the Planning Council and its committees, plans community outreach activities, discusses policy issues that impact PLWHA, hosts educational trainings for PLWHA and the greater community. Please see corresponding PLWHA Committee Standard Operating Procedures.

### **Membership Committee**

Assures HRSA's categorical membership guidelines are met, reviews applications, conducts interviews with new candidates, and recommends candidates for membership. Please see corresponding Membership Committee Standard Operating Procedures.

## Section 7.2

### **Standing Committee Chairs and Vice Chairs**

Each Standing Committee shall elect a Chair and a Vice Chair from among its members at the first meeting of the year. Chairs and Vice Chairs must be Planning Council members.

They shall serve a one-year term but may be re-elected for a second term by a two-thirds vote of the committee members present at this meeting. Committee Chairs are members of the Executive Committee; Vice Chairs attend and vote at the Executive Committee when their Committee Chair is unable to attend.

### Section 7.2.1

#### **Standing Committee Chairs**

The Committee Chair's duties and responsibilities shall include, but not be limited to the following: Direct the affairs of the committee as its administrative officer, chairing meetings, reviewing minutes, planning agenda/presentations/training and working with Planning Council Support Staff to ensure that the committee has the data, materials, and work plans to carry out its work successfully.

### Section 7.3.2

#### **Standing Committee Vice Chairs**

Standing Committee Vice Chairs shall serve a one-year term. The Vice Chair shall automatically ascend to the Chair position upon resignation or removal of the Committee Chair, to complete the former Chair's term of office. Vacancies shall be filled via election at the next regular committee meeting, to complete the term of office. The Committee Vice Chair's duties and responsibilities shall

include, but not be limited to, the following: Fulfill the duties of the Chair at any meeting in the absence of the Chair; Assist the Chair in providing leadership and support to the Committee; Attend Executive Committee meetings as a voting member in the absence of the Committee Chair.

Section 7.4 **Standing Committee Meetings**

Standing Committees shall meet monthly or as needed to carry out their assigned responsibilities and complete their work plans.

A Standing Committee may be convened by its Committee Chair or Vice Chair. In their absence, the Planning Council Co-Chair acting as an ex-officio member may call the meeting to order; otherwise the meeting shall not be convened.

Section 7.5 **Standing Committee Quorum**

A quorum for committee meetings is a majority of committee members. If a quorum is not established, the only actions that can legally be taken are to fix the time for adjournment, adjourn, recess, or take measures to obtain a quorum.

Members of the Executive Committee and other committees may connect to committee meetings from a distance through electronic means in compliance with a specific Planning Council policy stating limits, requirements, and criteria for such participation. A physical space shall always be provided for committee meetings so that members and the public can participate in person.

Section 7.6 **Special Committees and “Caucus Meetings”**

The Executive Committee may establish Special or Ad Hoc Committees as needed to accomplish the work of the Planning Council. Such committees shall be time-limited committees established to carry out specific defined tasks.

The Planning Council shall also establish “Caucus Meetings” as needed, to engage people living with HIV/AIDS disease or special target populations, as recommended by the Executive Committee and established by majority vote of the full Planning Council. “Caucus Meetings” shall have specified purposes and membership and may be either time-limited or ongoing.

## ARTICLE VIII CONFLICT OF INTEREST

Section 8.1 **Conflict of Interest Definition and Scope**

As defined in the RWHAP Part A Manual, Conflict of Interest (COI) is “an actual or perceived interest in an action that will result or has the appearance of resulting in personal, organizational, or professional gain.” Conflict of interest does not

refer to persons living with HIV disease “whose sole relationship to a RWHAP Part A funded provider is as a client receiving services or an uncompensated volunteer.”

A member may not participate in discussions or vote on issues on which the member or an immediate family member has a real or perceived conflict of interest. With regard to funding priorities or allocations, members with a conflict may vote only on a slate of at least five service categories.

Ryan White legislation does not permit the Planning Council to “be directly involved in the administration of a grant,” or to “designate (or otherwise be involved in the selection of) particular entities as recipients of any of the amounts provided in the grant.” In addition, the legislation states that: “A Planning Council member who has a financial interest in an entity, is an employee of or consultant to a public or private entity, or is a Board member of a public or private organization that receives or is seeking funding from RWHAP [Part A] grant funds, shall not participate, directly or in an advisory capacity, in the process of selecting entities to receive such funding for such purposes.” [Ryan White HIV/AIDS Treatment Extension Act, Section 2602(b)(5)(A) and (B)]

Section 8.2      **Disclosure of Conflict of Interest**

Planning Council Members shall sign a Conflict of Interest (COI) Disclosure Form at least annually and must update the form within ten business days after acquiring a COI.

Section 8.3      **Member Responsibility During Meetings**

Members shall receive and are expected to follow applicable local, state and federal rules governing COI. It is the responsibility of each Planning Council member to disclose all conflicts of interest (agencies with which they are associated and the service categories for which these agencies have or are seeking funding) at the beginning of each meeting as defined in the Policies and Procedures. Members shall refrain at all times from referring to specific agencies that are funded or seeking funds.

**ARTICLE IX  
VOTING**

Section 9.1      **Eligibility**

Voting privileges for members shall commence after appointment by the CEO or designee and completion of orientation and other pre-service requirements as specified in Section 3.1.

- Section 9.2      **Rights and Responsibilities**  
 Each member of the Planning Council who is eligible to vote shall have the right and responsibility to do so. Each member must vote “yes,” “no,” or “abstain” on each issue with which the member has no conflict of interest. The presiding Co-Chair has the same voting rights as any other Planning Council or Committee member. However, the presiding Co-Chair may choose not to declare a vote.
- Section 9.3      **Voting at Priority Setting and Resource Allocation**  
 To be eligible to vote during the annual Priority Setting and Resource Allocation processes, each member must have attended or reviewed the annual data presentations, unless granted an exception as defined in the Planning Council’s Policies and Procedures.
- Section 9.4      **Manner of Voting**  
 Voting shall be in accordance with Robert’s Rule of Order and as follows:
1.      Show of hands or vocal signal (voice vote) for parliamentary actions.
  2.      Roll Call vote for action items as needed.
  3.      Written ballot during elections, with ballots including the voter’s name.

**ARTICLE X  
 GRIEVANCES**

- Section 10.1      **Grievances**  
 For managing disputes and grievances related to the RWHAP Part A Planning Council processes, the Planning Council shall establish formal Grievance Procedures that meet RWHAP legislative requirements.
- The Planning Council shall not become involved in PLWHA complaints or grievances about services or a specific provider. The Planning Council should address system-wide concerns, which relate to an entire service category or the system of care.

**ARTICLE XI  
 PARLIAMENTARY AUTHORITY**

- Section 11.1      **Planning Council Procedures**  
 The rules contained in the current edition of *Robert’s Rules of Order* shall govern the Planning Council in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Planning Council may adopt.

## ARTICLES XII AMENDMENTS

### Section 12.1 **Amending the Bylaws**

The CEO or designee may amend these Bylaws at any time. Proposed amendments shall be reviewed by the Executive Committee. Upon approval by the Executive Committee, the Bylaws along with the proposed amendments, revisions, or changes shall be forwarded to the Planning Council. Voting may occur at the next scheduled Planning Council meeting. Bylaws changes require a two-thirds affirmative vote of the current members of the Planning Council.

## ATTACHMENTS

### GLOSSARY

<b>CARE Act</b>	The Federal Ryan White Comprehensive AIDS Resources Emergency (CARE) Act (Public Law 10-381), and the Ryan White CARE Act amendments of 1996 (Public Law 101-146) under Part A, B, C and D of the CARE Act which address emergency relief for the provision of care services for persons living with HIV/AIDS
<b>CDC</b>	Centers for Disease Control and Prevention
<b>CEO</b>	Chief Elected Official. The recipient of Part A HIV/AIDS Emergency Grant Relief funds by virtue of being the chief elected official of the city or urban county administering the public health agency that provides outpatient and ambulatory services to the greatest number of individuals with AIDS, as reported to and confirmed by the Centers for Disease Control, in the TGA receiving Part A funds (Public Law 101-381). In the Oakland TGA, the CEO is the President of the Alameda County Board of Supervisors.
<b>Conflict of Interest</b>	Section 2602 (b)(5)(C) of the Fair Political Practices Act requires that consumer representatives be individuals “who are receiving HIV-related services” from the Part A funded providers; but “who are not officers, employees, or consultants to any entity that receives amounts from such a grant, and do not represent any such entity.”
<b>Designee</b>	Alameda County Health Department, Ryan White Program Office
<b>TGA</b>	Transitional Grant Area; the Oakland TGA includes Alameda and Contra Costa Counties
<b>Entity</b>	Is a public or private non-profit, 501(c)(3) organization, agency, corporation or business
<b>Grantee</b>	The CEO officially receives CARE Act funds and is the grantee. The CEO has vested responsibility of managing the grant with the Alameda County Department of Public Health.
<b>Health Department</b>	Alameda County and Contra Costa County Departments of Public Health
<b>Planning Council</b>	A group of people appointed by the CEO or designee to plan the organization and delivery of HIV/AIDS services
<b>Majority Vote</b>	Defined by Robert’s Rules of Order as one more than half of the votes cast, ignoring abstentions.
<b>Member(s)</b>	Those persons who have been duly and lawfully appointed to the Planning Council by the Chief Elected Official
<b>Non-Aligned Member</b>	A person living with HIV who is not receiving compensation by an employer who receives Ryan White or State HIV Prevention funding linked to their compensation at the time of joining the Planning Council, that designation is maintained until expiration of the consumer’s term.

<b>Quorum</b>	Defined in Robert’s Rules of Order as such a number of an assembly competent to transact business. A quorum of every assembly is a majority of all members of that assembly. No business can be transacted except a vote to adjourn if a quorum is found not to exist. If after a meeting is called to order, the number should be reduced below a quorum, business is not interrupted, unless a member calls attention to the fact; but no question can be decided except when a quorum is present.
<b>Ralph M. Brown Act</b>	State Government Code, Section 54950, governs meetings conducted by local legislative bodies.
<b>Recipient</b>	The Recipient includes the Director, designee, and staff of the Alameda County Public Health Department Ryan White Program Office.