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Greater Baltimore HIV Health Services Planning Council

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ARTICLE I.

Name, Establishment, Definitions and Purposes.

1.1. Name.

The organization shall be known as the Greater Baltimore HIV Health Services Planning Council. As used in these bylaws, the terms, “Planning Council” and “PC” hereinafter refer to the Greater Baltimore HIV Health Services Planning Council.

1.2. Establishment.

The Ryan White Comprehensive AIDS Resources Emergency (CARE) Act of 1990, requires the establishment of an HIV health services Planning Council by the chief elected official of the eligible metropolitan area (EMA) involved. The Mayor of Baltimore City, hereinafter defined as chief elected official (CEO) of the Baltimore Eligible Metropolitan Area, was appointed chief elected official by legislation. The City of Baltimore was established as the Recipient for Ryan White Part A and Minority AIDS Initiative (MAI) funds, per the Baltimore City charter and the Act itself. The council, as established by the CEO, is not incorporated under the laws of the state of Maryland or any other jurisdiction.

1.3. Definitions.

The following definitions shall have the ascribed meanings, except when the context requires and indicates otherwise:

- 1.3.1. “Absent” not present either physically or by electronic communications means in an environment to participate in Council meetings.
- 1.3.2. “Acquired immune deficiency syndrome” (AIDS) as: a disease caused by the human immunodeficiency virus (HIV), in which the body’s immune system breaks down. AIDS is defined by the U.S. Centers for Disease Control and Prevention (CDC) as the late stage of the illness triggered by infection with HIV
- 1.3.3. “Affected an individual or group not directly infected with HIV, but who may be family members, caregivers, or persons having a relationship with a person who is infected with the virus.
- 1.3.4. “AIDS service organization” a health association, support agency, or other service entity involved in the prevention and treatment of AIDS.
- 1.3.5. “Baltimore City Health Department” the section of the Baltimore City Health Department (BCHD) that oversees the Ryan White program for the Part A and MAI grant funds for the Baltimore EMA.
- 1.3.6. A committee member refers to a person who is on a committee whether or not they are a member of the Planning Council.

- 1.3.7. “Community-based organization” (CBO) 501©3 only organization that provides services at the local level.
- 1.3.8. “Conflict of interest” an actual or perceived interest by a Council member in an action, which could result, in personal, organizational, or professional gain. Actual bias or the appearance thereof in the decision-making process is based upon the dual role of a member who, in addition to serving on the Council, may be affiliated with other organizations either as an employee, consultant, employer, member or in some other (decision-making) capacity.
- 1.3.9. “Chief elected official” (CEO) refers to the Mayor of Baltimore City.
- 1.3.10. “Disclosure” is covered within the context of conflict of interest in the amended Ryan White legislation wherein an individual may serve on the planning council only if the individual agrees that, if the individual has a financial interest in an entity, if the individual is an employee of a public or private entity or if the individual is a member, in a decision-making capacity, of a public or private organization, and such entity or program is seeking funds from a grant, the individual will not, with respect to the purpose or service for which the entity seeks such amounts, participate (directly by voting) in the process of selecting entities to receive such amounts for such purpose or service.
- 1.3.11. Baltimore “Eligible metropolitan area” (EMA) the Baltimore Eligible Metropolitan Area, which has been confirmed by the Centers for Disease Control and Prevention as a metropolitan area that has a cumulative total of more than 2,000 AIDS cases for the most recent five years and a population of 50,000 or more. It consists of Baltimore City and the counties of Anne Arundel, Baltimore, Carroll, Harford, Howard, and Queen Anne’s.
- 1.3.12. “Fiscal agent” or “fiscal agency” the agency subcontracted by the Recipient to be responsible for executing Part A and Minority AIDS Initiative (MAI) direct-service contracts and manage fiscal responsibilities
- 1.3.13. “Recipient” Mayor of Baltimore City, acting through his/her designated agency, the Baltimore City Health Department, to oversee the distribution and expenditure of grant funds, monitor all Part A and MAI contracts, and ensure that the requirements of the grant awards are met within the specified time frames and according to the HRSA and Ryan White legislative requirements.
- 1.3.14. “Grievance” a formal expression of dissatisfaction, in writing, about some aspect of the Planning Council’s processes, decisions that were implemented or other council actions or activities.
- 1.3.15. “HIV” is the abbreviation for human immunodeficiency virus.
- 1.3.16. “HIV infection” the presence of HIV in the bloodstream.
- 1.3.17. “HRSA” the Health Resources and Services Administration of the Public Health Service of the United States Department of Health and Human Services.
- 1.3.18. “Independent review board” (IRB) an external, independent panel established to review, analyze and evaluate all applications for funding, and make recommendations

regarding funding for each application to the fiscal agency, which makes the final award decisions. (Not to be confused with Institutional Review boards)

- 1.3.19. “Non-planning Council Member” committee member who is not an appointed planning council member but who meets the requirements defined under “committee member” (see section 1.3.6.).
- 1.3.20. “Majority vote greater than 50% plus one of the voting members present at a meeting for which quorum has been established (see section 1.3.26).
- 1.3.21. “Member” a person who has been recommended by the Planning Council to the CEO and received appointment to the council by the CEO.
- 1.3.22. “PCSO” as the Planning Council support office, or the staff responsible for assisting in the operations of the planning council.
- 1.3.24. “PLWH/A” a person living with HIV and/or AIDS. Also:
 - a. “PLWA” a person living with AIDS.
 - b. “PLWH” a person living with HIV.
- 1.3.25. “Primary committee” any one of the following committees: Comprehensive Planning, Continuum of Care, Fiscal, Nominating, or any ad hoc committee, task group, or work group that is projected to meet at least once per month for approximately eight months and according to a published annual schedule, and producing work products defined by Ryan White legislation and approved by the Planning Council.
- 1.3.26. “Quorum” for the transaction of all business at a planning council meeting, as a majority (50% plus one) of actual council members and must include the Chair, Vice Chair or the Nominating Committee chair.
 - a. Quorum for council committees to discuss business minimum of 25 % of the committee’s voting membership and one co-chair;
 - b. 50% plus one percent of actual committee members and one co-chair must be present or on conference call for a committee to make recommendations for Council action or to vote on issues.
 - c. For any committee or work group or task group to have quorum, one of its elected leaders must be present and at least one appointed Planning Council member and at least 50% plus one. its members.
 - d. In computing quorum, vacant seats on the council shall not be considered. (See article VII, section 7.1, “Quorum.”)
 - e. Quorum for the People Living with HIV/AIDS Committee shall be a minimum of three members, one of whom is a Planning Council member, and one of whom is one of the four elected committee leaders (defined as two co-chairs and two members-at-large).
 - f. Further, all committee members must be given notice in writing or through postings on the Planning Council’s web site of a scheduled committee meeting by the Planning Council support office and documentation of distribution of the meeting notice must be available. (See article VII, section 7.2, “Quorum for PLWH/A Committee.”)

- 1.3.27. “Representative” is an individual who is authorized to act in an official capacity or an agent for an organization or group.
- 1.3.28. “RFP” request for proposals.
- 1.3.29. “Super majority” two-thirds of the voting members present at a meeting for which quorum (see section 1.3.26.) has been established.

1.4. Purposes of the Council.

The purposes of the council have been established as follows:

- 1.4.1. Conduct a comprehensive needs assessment that includes community participation;
- 1.4.2. Develop a comprehensive plan for the organization and delivery of health services compatible with state or local plan plans that provide for health services to individuals with HIV infection or AIDS;
- 1.4.3. Set service priorities and making allocations of grant funds;
- 1.4.4. Assess the efficiency of the administrative mechanism to distribute funds and ensure quality services;
- 1.4.5. Make recommendations on improving the delivery of services and on local planning processes;
- 1.4.6. Assure community participation in needs assessment and non-conflicted community participation in priority setting;
- 1.4.7. Participate in developing the statewide coordinated statement of need (SCSN) and the Integrated Plan.

ARTICLE II.

Appointment of Council Members, Composition, Term and Compensation.

2.1. Appointment of Council Members.

The council shall consist of up to 40 members. They shall be appointed by the CEO upon recommendation by the Planning Council, following the completion of an extensive community-wide recruitment effort for membership and intense screening process that ensures the identification of a qualified individual to meet the mandatory position. The Nominating Committee will assign to one of forty positions identified by a number, 1 through 40 that reflect the HRSA-mandated positions. These numbers refer to the designated term of service associated with council positions. The person assigned to a particular position will serve until the end date of that position. Should someone resign from a position, the successor will only serve the remainder of the term assigned to that position; this does not preclude that person from being appointed in his/her own right.

2.2. Vacancies.

- 2.2.1. A vacancy may be declared under the following circumstances:
 - a. A member resigns from the council;
 - b. A member violates the attendance requirements;
 - c. Death of a member;
 - d. A member is removed for probable cause per established process (see section 2.6, “Code of Conduct”);
 - e. A member violates the conflict-of-interest policy (article X, section 10.3, “Conflict of Interest”).
- 2.2.2. Vacancies that occur due to the death or resignation of a member may be filled immediately. The Nominating Committee shall prepare a letter from the planning council chair notifying the mayor, or the mayor’s designee, of the vacancy and the circumstances surrounding the vacancy. If there is a nominee to complete the term associated with the vacant slot, the name shall be included in the letter.
- 2.2.3. Vacancies occurring on the council shall be filled by the CEO upon recommendation by Council’s Nominating Committee

2.3. Composition of Council.

- 2.3.1 As specified by the Ryan White legislation, planning council membership must:
 - a. Reflect a broad range of individuals, including persons with HIV/AIDS and those affected;
 - b. Reflect the demographics of HIV/AIDS in the EMA;
 - c. Include at least two persons who are as living with HIV/AIDS;
 - d. Give priority to individuals of the infected community with the goal of maintaining 33 % non-conflicted consumers who have received a service funded by Ryan White Part A within 12 months prior to their appointment.

The council must also include the following:

- 2.3.2. Historically underserved groups (e.g., injection drug users (IDU), men who have sex with men, etc.).
- 2.3.3. Health-care providers, including federally qualified health center.
- 2.3.4. Community-based organizations serving PLWHA and affected persons.
- 2.3.5. Social-services providers, including providers of housing or homeless services.
- 2.3.6. Mental-health and substance-abuse service providers.
- 2.3.7. Local public health agencies.
- 2.3.8. Non-elected community leaders.
- 2.3.9. State government representatives (including representatives of the state Medicaid agency and the agency administering programs under Part B); Recipients under Part C;

Recipients under section 2671 of the Act, or, if none is operating in the area, representatives of Part D organizations with a history of services to children, youth, women, and families with HIV operating in the EMA.

- 2.3.10. Grantees under other federal HIV programs, including providers of HIV-prevention services.
- 2.3.11. Grantees under other federal HIV programs, including representatives of former inmates of federal, state, or local prisons released within the three years prior to their appointment and who were HIV positive at the time of release.
- 2.3.12. An individual infected with hepatitis B or C. This requirement is not exclusive and may be met by an individual who also meets one of the other requirements listed in this section.
- 2.3.13. A representative of any Indian (i.e., Native American) entity (i.e., tribe) recognized by and entitled to receive services from the U.S. Bureau of Indian Affairs. (There were no such entities in the state of Maryland as of May 5, 2014.)
- 2.3.14. Pursuant to an October 2, 2015 Baltimore City Health Department policy document regulating BCHD employee membership on Baltimore City commissions, councils and similar public bodies, only one BCHD employee, or person otherwise affiliated with BCHD, may be a member of council or its committees, work groups, or other subdivisions. This employee must be approved by the Baltimore City Commissioner of Health, and that person shall be the official representative of BCHD. The BCHD policy document is attached (attachment 1).

2.4. Term.

The term of office for each PC position is 3 years beginning on September 1 and ends on the last day of August after serving the full term for that position, or serving out the remaining term of a vacated position.

- 2.4.1. Each member of the planning council shall be assigned to a staggered term position. Positions will be staggered so that no more than one third of the Planning Council seats are be vacated in a given year. Persons interested in serving a second term must express their interest verbally or in writing to the Nominating Committee and be recommended by the Nominating Committee to the council for approval. No member who has served for two consecutive full terms shall be eligible for reappointment by the Mayor until at least one year has elapsed.
- 2.4.2. A Planning Council member who wishes to resign must document this in writing either by letter a hard copy or a faxed copy of the letter or an e-mailed or otherwise electronically conveyed PDF of the letter, oral resignations. Staff will follow up on oral resignations in order to document them. Resignations are immediate and final and cannot be rescinded.
- 2.4.3. The CEO will be asked to extend the term of any planning council member who is elected as council chair or vice-chair or Nominating Committee chair when said

member is due to rotate off the council on August 31. The requested term extension will be from September 1 through November 30 of the year in question.

2.5. Compensation.

Persons serving as council members do not receive any salary or other compensation for their attendance and services at council meetings. Except that PLWHA members may receive reimbursement to cover the costs of transportation, parking expenses, meals and child-care services.

2.6. Code of Conduct.

- 2.6.1. Every member will treat every other member with the courtesy and respect. All Planning Council and committee members in meetings will have the opportunity to speak and be listened to, without interruptions.
- 2.6.2. There will be no personal attacks on anyone; disagreements will focus on issues, not upon individuals.
- 2.6.3. Once decisions are made by majority vote, every member of the group will support the decision, regardless of his/her personal position.
- 2.6.4. Information presented in confidence will be held in confidence and not discussed outside the meeting.
- 2.6.5. Members will behave in a professional manner that reflects recognition of their responsibility to present and consider the concerns of specific communities, or population groups, while considering the overall needs of people living with HIV disease, and act on their behalf, not to benefit themselves. Members will refrain from behavior that is disruptive, distracting, or threatening.
- 2.6.6. All members will speak positively about the planning body in public; problems will be addressed within the group, not with outsiders.
- 2.6.7. Any member who feels she or he cannot publicly support the mission, goals, strategies, programs, and/or leadership of the planning body.
- 2.6.8. No member may speak on behalf of or represent a position of the council without the express permission of the chair or the full council.
- 2.6.9. At all times, members shall be aware of and adhere to all local, state and federal laws and regulations. Acts that may cause embarrassment to the council or create the appearance of impropriety, including, being noticeably under the influence of intoxicants at planning council-related meetings or events, failure to disclose all conflicts of interest, dishonesty, conduct involving moral turpitude, conviction of a felony, infamous crime, or any federal crime, all shall be causes for immediate discipline, up to and including dismissal from the council, at the recommendation of the chairperson with the approval of the Executive Committee.

ARTICLE III.

Duties of the Council.

The duty of the Council is to ensure the implementation of its purpose as set forth in section 1.4 of these bylaws and to carry out those responsibilities as prescribed by the provisions of the Act with specific attention to the following activities.

3.1. Duties.

The following language is directly taken from the HRSA compilation of the Ryan White CARE Act of 1990 and the amendments of 1995 and 2000; these duties are still in effect under the Ryan White HIV/AIDS Treatment Modernization Act of 2006, as extended in 2009.

- 3.1.1. Determine the size and demographics of the populations of individuals with HIV disease, with particular attention to:
 - a. Individuals with HIV disease who know their HIV status and are not receiving HIV-related services;
 - b. Disparities in access and services among affected subpopulations and historically underserved communities.
- 3.1.2. Establish priorities for the allocation of funds within the eligible area, including how best to meet each such priority and additional factors that a Recipient should consider in allocating funds under a grant based on the:
 - a. Size and demographics of the population of individuals with HIV disease (as determined under subparagraph [A]) and the needs of such populations (as determined under subparagraph [B]);
 - b. Demonstrated (or probable) cost effectiveness and outcome effectiveness of proposed strategies and interventions, to the extent that data are reasonably available;
 - c. Priorities of the communities with HIV disease for whom the services are intended;
 - d. Coordination in the provision of services to such individuals with programs for HIV prevention and for the prevention and treatment of substance abuse, including programs that provide comprehensive treatment for such abuse;
 - e. Availability of other governmental and non-governmental resources, including the state Medicaid plan under Title XIX of the Social Security Act and the state Children's Health Program under Title XXI of such Act to cover health-care costs of eligible individuals and families with HIV disease; and
 - f. Capacity-development needs resulting from disparities in the availability of HIV-related services in historically underserved communities.
- 3.1.3. Develop a comprehensive plan for the organization and delivery of health and support services described in section 2604 that:
 - a. Includes a strategy for identifying individuals who know their HIV status and are not receiving such services and for informing them of and enabling them to utilize the services, giving particular attention to eliminating disparities in access and

- services among affected subpopulations and historically underserved communities, and including discrete goals, a timetable, and an appropriate allocation of funds;
- b. Includes a strategy to coordinate the provision of such services with programs for HIV prevention (including outreach and early intervention) and for the prevention and treatment of substance abuse (including programs that provide comprehensive treatment services for such abuse);
 - c. Is compatible with any state and local plan for the provision of services to individuals with HIV disease.
- 3.1.4. Assess the efficiency of the administrative mechanism in rapidly allocating funds to the geographic areas of greatest need, and, at the discretion of the planning council, assess the effectiveness, either directly or through contractual arrangements, of the services offered in meeting the needs.
 - 3.1.5. Participate in the development of the statewide coordinated statement of need initiated by the state public health agency responsible for administering grants under Title II Part B.
 - 3.1.6. Establish methods for obtaining input on community needs and priorities that may include public meetings (in accordance with paragraph [7] public deliberations), conducting focus groups, and convening ad hoc panels.
 - 3.1.7. Coordinate with federal grantees that provide HIV-related services within the eligible metropolitan area.

ARTICLE IV.

Officers and Nominating Committee.

4.1. Officers.

The officers of the council shall be:

- 4.1.1. Chairperson, hereinafter referred to as the chair.
- 4.1.2. Vice chairperson, hereinafter referred to as the vice chair.

4.2. Eligibility for Offices.

- 4.2.1. The council shall not elect or appoint or allow to serve as chair or vice chair an employee or representative of the Recipient or the fiscal agency. Further, the council shall not fill both chair and vice chair offices with representatives or employees of recipient agencies of Ryan White Part A funds. If the chair is a representative or employee of a Ryan White Part A recipient agency, then the vice chair must be unaffiliated, without a potential conflict of interest.
- 4.2.2. An Council member may be elected as a Nominating Committee member when he or she has completed at least six months of council membership at the time of the election and participated in priority setting and resource allocation as a council member. An

employee or representative of the Recipient or Fiscal agency cannot serve as Chair or Assistant Chair of the Nominating Committee.

- 4.2.3. A Planning Council member is eligible to seek the office of planning council chair or vice chair, if, on the date of election, he or she has completed at least two total years of council membership. To ensure experience relevant to current planning council issues and Ryan White legislation, aggregate years must have been completed within six years of the election.
- 4.2.4. Planning council members seeking the offices of planning council chair or vice chair must:
 - a. Have an understanding of planning council processes;
 - b. Have demonstrated leadership by having served as committee co-chair;
 - c. Have participated in a priority setting and resource allocation event as an appointed member;
 - d. Be in good standing in meeting attendance requirements for Planning Council and primary committee meetings.

4.3. Duties of Officers.

The Council officers shall perform the following duties:

- 4.3.1. The chair must be a duly appointed member of the council and shall have the following duties:
 - a. Chair the Executive Committee;
 - b. Preside at all meetings of the council;
 - c. Sign off on instruments and correspondence;
 - d. Appoint or discharge committees, fill vacancies;
 - e. Perform duties normally performed by a chair, of an organization or other duties as the Council assigns.;
 - f. Assign a member to a committee should the said member fail to select a committee;
 - g. Represent the policies of the Planning Council;
 - h. Represent of the PC in emerging situations when the PC and Executive Committee cannot convene and discuss them in time.
- 4.3.2. The vice chair:
 - a. Must be a duly appointed member of the council;
 - b. Shall serve in the capacity of the chair in the absence of the chair of the council or upon request of the chair.

4.4. Nominating Committee.

- 4.4.1. The primary responsibility of the chair of the Nominating Committee is to present to the planning council a slate of potential members who are qualified and willing to serve on the council.
- 4.4.2. The Nominating Committee chair and members must be members of the Council.
- 4.4.3. The Nominating Committee chair shall have the following responsibilities:
 - a. Oversee the creation of a mechanism for the recruitment of candidates for council membership;
 - b. Ensure that applications from each candidate are screened;
 - c. Ensure committee compliance with article V, section 5.4 of the bylaws;
 - d. Serve as interim council chair in the absence of the chair and vice chair or upon the request of the chair and vice chair, and serve as interim council vice chair in the absence of the chair;
 - e. Ensure conflict of interest disclosures are complete and current for all planning council and committee members.

4.5. Order for Chairing Meetings of the Planning Council and Executive Committee.

- 4.5.1. The elected chair presides at all Planning Council meetings and Executive Committee meetings. The single exception to this order shall occur when the Executive Committee is meeting concerning any phase of an internal complaint or grievance and the council chair is a named principal in the complaint, in which case, the vice chair will chair the meeting and the Nominating Committee chair will serve as vice chair.
- 4.5.2. In the absence of the chair, or upon request of the chair, the vice chair shall preside, and the chair of the Nominating Committee shall serve as interim vice chair. The vice chair may preside until the next scheduled annual election or until a special election, whichever comes first. A special election to replace an absent chair is not mandated, but the vice chair may request one.
- 4.5.3. In the extended absence (beyond two consecutive meetings) of the planning council chair, the vice chair shall assume the position of interim chair and the Nominating Committee chair will become the interim vice chair until the next scheduled election, if said election is scheduled to occur within the next three months. The Executive Committee will consider the circumstances of the extended absence and call a special election to replace the chair when the absence is beyond three consecutive meetings and the next planned election is scheduled beyond the next three months.
- 4.5.4. In the absence of both the chair and vice chair, or upon their request, the chair of the Nominating Committee shall preside.
- 4.5.5. In the extended absence (beyond two consecutive meetings) of both the chair and vice chair, the chair of the Nominating Committee shall assume the position of chair, and the Executive Committee will appoint one of its non-conflicted members as interim vice chair. In the event that the simultaneous absences of both the council chair and vice chair exceed or are expected to exceed three consecutive months, the Executive

Committee shall plan for a special election to replace the chair and vice chair. Said election is to occur no later than three months following the Executive Committee's determination that the chair and vice chair will simultaneously be absent for more than three consecutive months.

4.6. Election for Offices and Nominating Committee.

- 4.6.1. The chair and vice chair shall be the officers of the council and shall be elected by a majority vote of a quorum of the council. The nominations for offices shall open in September, close in October and be voted on in November. The term of these offices shall be for one year, serving no more than three consecutive years.
- 4.6.2. The planning council shall elect, by majority vote, the Nominating Committee members and chair to serve for one year.
- 4.6.3. The nominations for the chair and members of the Nominating Committee shall take place in October and be voted on in November.

4.7. Filling Vacancies of Elected Officers or Elected Members.

- 4.7.1. Should the chair, vice chair, Nominating Committee chair or any member of the Nominating Committee become incapacitated or for some other reason be unable to carry out the duties and responsibilities of his or her elected office, the remaining elected officers will make a joint recommendation to the Executive Committee to declare that position vacant. The chair may make an interim appointment when the next regular election is within three months. The chair or presiding officer shall call a special election to fill the vacant elected office when the next regular election is beyond three months from the date of the vacancy.
- 4.7.2. The Nominating Committee will identify a slate of members to run for the vacant office. This slate will be presented at the next planning council meeting following official notification of the vacancy. The election will be held at the subsequent meeting.

4.8. Immediate Past Chair of the Planning Council.

- 4.8.1. If the immediate past chair is a current planning council member, he or she will continue to have all the prerogatives and responsibilities of any council member as well as the special responsibilities as identified in this section and/or by the sitting council chair, including serving at the pleasure of the current elected chair of the council a technical resource, serving as a historical resource and assuming other duties as requested by the chair.
- 4.8.2. In the event that the immediate past chair is no longer a council member, he or she will be available at the pleasure of the chair and act as a technical resource, serve as a historical resource and assume other duties as requested by the chair, so long as those duties do not allow/require the immediate past chair to act as an council member of the Planning Council.

ARTICLE V.**Executive Committee, Standing and Other Committees.****5.1. Composition of Executive Committee.**

- 5.1.1. The Executive Committee shall be composed of the following persons:
- a. Planning council chair, who will serve as chair of the Executive Committee; if the order of succession, described in section 4.5, cannot be followed, the Executive Committee shall select one of its non-conflicted members to conduct the meeting;
 - b. Planning council vice chair;
 - c. Chairs or representatives of each standing committee (Continuum of Care Committee, Nominating Committee, PLWH/A Committee, Comprehensive Planning Committee, and Fiscal Committee);
 - d. Part A, representative of the Baltimore City Health Department;
 - e. Part B, representative;
 - f. Ad hoc committee chair;
 - g. A minimum of two HIV-positive PC members, recommended by the PLWH/A Committee, as members at large;
 - h. Representatives of the entity identified in the intergovernmental agreement.
- 5.1.2. Other representatives, for example, from organizations involved with Part C and prevention, may be asked to report at Executive Committee meetings as needed, though not as members of the committee.
- 5.1.3. Each standing committee must have a representative attending the Executive Committee. For voting, no person may represent two (2) standing committees at the Executive Committee. Each standing committee shall have only one (1) vote. Members at large have one (1) vote each.

5.2. Scope of Executive Committee Responsibilities.

- 5.2.1. The Executive Committee shall be empowered to act on behalf of the council in the event of any emergency that does not permit a special council meeting to be called. All actions of the Executive Committee are subject to ratification by the council at its next regular meeting.
- 5.2.2. The Executive Committee sets the agenda for full council meetings and conducts business on an emergency basis.
- 5.2.3. The Executive Committee oversees the general activities and overall functioning of the Planning Council committees.
- 5.2.4. The Executive Committee reviews complaints that arise from within the council, or from the community, regarding the conduct of a planning council member. The Executive Committee shall determine the resolution of all complaints, up to and including the recommendation to the Mayor for removal of the member. In the absence

of the council chair or vice chair, the chair of the Nominating Committee will serve as chair of the Executive Committee for all actions regarding conduct of a planning council member.

- 5.2.5. The Executive Committee oversees all grievance and conflict-of-interest-related matters and designate an individual or group of planning council members to oversee the grievance process, with duties including:
 - a. Develop policies and procedures for resolution of grievances levied against the council and under the Council's authority;
 - b. Define grievance criteria;
 - c. Ensure that any grievance filed with the council follows established procedures;
 - d. Make referrals for grievances outside the purview of the council;
 - e. Review and, if appropriate, revise the conflict-of-interest policy and making recommendations to the council;
 - f. Establish compliance standards for services, subject to council approval;
 - g. Provide clarification of conflict-of-interest policy for council members on an as-needed basis;
 - h. Establish procedures for reviewing and responding to conflict-of-interest complaints and, make recommendations to the council;
 - i. Ensure conflict-of-interest disclosure forms are filed with the planning council support office.
- 5.2.6. The chair of the Nominating Committee shall serve as chair of the council in the absence of the chair and vice chair. When the substitution includes more than one council meeting and the Nominating Committee chair is a representative of or employee of a Ryan White Part A recipient agency (or cannot attend all of the council meetings), the Executive Committee shall appoint one of its non-affiliated members to serve as council vice chair.
- 5.2.7. The Executive Committee reviews the work of committees and assesses its readiness to be moved to the council floor.
- 5.2.8. The Executive Committee provides guidance to committees with council business that requires further committee review before reaching the planning council floor.
- 5.2.9. The Executive Committee can create a task group to develop draft revisions to existing bylaws.
- 5.2.10. The Executive Committee oversees the assessment of the administrative mechanism.

5.3. Standing Committees.

- 5.3.1. All committees will make every effort to have representation from the affected/infected community and to include the same proportional representation as is reflective of the general membership of the council.
- 5.3.2. Standing committees shall develop their areas of responsibility including to:

- a. Identify gaps in services and the formulation of a list of priority services within its service area;
 - b. Create a plan for the facilitation of the delivery of those priority services to the EMA for individuals infected by HIV infection and/or AIDS;
 - c. Create a comprehensive report to the Executive Committee detailing the findings in items 5.3.2(a) and (b), above;
 - d. Schedule meetings to develop the requirements listed in 5.4.3(a), (b) and (c), above;
 - e. Develop and enhancing performance standards, including quality-assurance criteria.
- 5.3.3. The standing committees shall make recommendations and reports to the full council and provide technical assistance.
- 5.3.4. The standing committees are:
- a. Continuum of Care Committee, with duties including to:
 - i. Develop and enhance performance standards for all core-medical and support service categories;
 - ii. Assess the capacity for and delivery of core-medical and support services in preparation for the council's priority setting and resource allocations event;
 - iii. Help the Recipient develop units of service, unit costs, and cost-outcome effectiveness;
 - iv. Provide input for planning in relation to medical and support services and Ryan White service funding as the payer of last resort;
 - v. Provide feedback to the Recipient on quality management activities for Ryan White-funded services based upon performance standards established by the council;
 - vi. Help evaluate and monitor directives.
 - b. Comprehensive Planning Committee, with duties including to:
 - i. Assess trends in the HIV/AIDS epidemic and addressing the trends in planning;
 - ii. Identify future subpopulations to study and analyze;
 - iii. Evaluate and analyze the data for use in the planning council comprehensive plan;
 - iv. Oversee the logistics of priority-setting and resource allocation activities;
 - v. Monitor and provide feedback on changes to the healthcare landscape that may impact the HIV community;
 - vi. Plan and supervise the council's needs assessment activities, by:
 - (1) Collect, analyze and reporting epidemiological and other data related to the EMA to identify trends and needs;
 - (2) Identifying partners and needs to develop a comprehensive assessment;
 - (3) Reporting data to the planning council and committee for planning purposes;

- (4) Overseeing needs assessment activities in order to present data in time for priority setting and allocation of funds;
 - (5) Monitoring and providing feedback on changes to the healthcare landscape that may impact the HIV community;
 - (6) Identifying innovative approaches to eliminating barriers to care, targeting subpopulations of interest.
- c. Fiscal Committee, with duties including to:
 - i. Monitor expenditures and make recommendations on the reallocation of Part A and MAI funds to the planning council;
 - ii. Review mechanisms for monitoring how services respond to the needs of and families;
 - iii. Oversee the planning for carry-over and Minority AIDS Initiative funding requests;
 - d. Nominating Committee, with duties including to:
 - i. Identify and recruit candidates for council membership;
 - ii. Recommend criteria for selection of new members;
 - iii. Provide orientation to new members;
 - iv. Analyze the attendance of members at council and committee meetings;
 - v. Consult with members who are not attending regularly or fail to attend the minimum number of council meetings;
 - vi. Track attendance and recommend actions to be taken regarding inactive council members;
 - vii. Submit to the council, at least two weeks prior to presenting nominations to the planning council for presentation to the CEO, list of persons it proposes to nominate (including profiles describing their qualifications);
 - viii. Tracking committee member attendance. Track all committee's member's attendance.
 - e. PLWHA Committee. One purpose of this committee is to empower the PLWH/As of the planning council with the ability to assume leadership roles and participate in a meaningful manner at all levels of the decision-making process in the delivery of services by:
 - i. Sharing information on medical, psychosocial, financial, legal, and other HIV-related issues;
 - ii. Providing input for the comprehensive plan in relation to priority of service needs of the affected community, as relayed by community input and involvement;
 - iii. Help develop needs assessment;
 - iv. Providing input in the priority-setting process and strategies for educating the community about the Ryan White CARE Act and planning council activities activity.

5.4. Election of Committee Chairs.

- 5.4.1. Each standing committee, with the exception of the Nominating Committee and the Executive Committee, shall elect a chair or co-chairs from its eligible membership by secret ballot of the majority vote of its members present at the first meeting of the committee following the election of the incoming leadership of the Council.
- 5.4.2 In the case of a tie, a second vote by secret ballot shall occur. In the case of tie during the second vote, a telephone or e-mail roll call vote of all active committee members will be collected by the planning council support office and reported to the committee before the next scheduled committee meeting. If a tie still remains, the planning council chair will appoint one of the candidates as chair or co-chair of the committee.

5.5. Standing Committee Chairs and Co-chairs.

The standing committee chairs or co-chairs shall preside at all meetings of their respective committees. They execute the duties for the committees and other duties prescribed by the chair, or the council, itself. They ensure that minutes of all meetings are taken and delivered to the planning council. They also record members' lack of attendance at committee meetings to the Nominating Committee. They ensure that all sides presented are done in a fair manner and discussed and that the decisions from that discussion are reflected in the minutes. At the discretion of the committee, chairs or co-chairs may present the affirming or dissenting sides of a contentious issue at the Executive Committee meeting.

5.6. Other Committees/Work Groups/Task Groups.

The PC chair, upon recommendation of, or concurrence of, the full council, may establish other committees or groups deemed expedient or necessary to carry out the duties and responsibilities of the council. Minutes of these work-group/task-group meetings must be taken and forwarded to the PC.

5.7. Dissolving Committees.

- 5.7.1. The Planning Council, at its discretion, may dissolve any committee, task group, or work group when:
 - I. Changes occur in federal legislation;
 - II. Changes occur in grant award (e.g., reductions);
 - III. Changes occur in state or local policies that affect council activities;
 - IV. Dissolving it would make council processes more effective, efficient, and outcomes-based;
 - V. Opportunities arise to improve the quality of council deliverables;
 - VI. The committee mission is complete.

ARTICLE VI.

Regular Meetings, Special Meetings and Notice.

6.1. Regular Meetings.

All meetings of the council shall be open to the public except those of the Nominating Committee and the People Living with HIV/AIDS Committee, which is only open to people living with HIV and/or AIDS. Executive Committee or planning council meetings, or portions thereof, may be closed when dealing with issues of attendance or disciplinary actions, at the discretion of the chair of said meeting. Regularly scheduled meetings of the council shall be held no less than quarterly at such times and places as the council shall designate. Notice of regular meetings shall be given no fewer than five business days before the meeting. Any member of the public who is not a member of the council may address the council (under new business) on any matter with the permission of the council chair. Each speaker is limited to no more than five minutes, unless otherwise stipulated by the chair.

6.2. Special Meetings.

Special council meetings shall be held at such times and places designated by the chair or upon the written request of one half of the members council. Notice of special meetings shall be given no fewer than three business days before meeting.

6.3. Notice.

Notice of regular meetings shall be given in writing, whether in hard copy, e-mail or Internet site format. Notice of special meetings may be given telephonically.

6.4. Procedure.

The rules of parliamentary practice, as set forth in Robert's *Rules of Order*, revised,¹ shall be the authority for matters not covered in these bylaws and shall govern all meetings of the council. The chair will establish procedures for the discussion during meetings, and may limit the length of presentations and, with the guidance of *Robert's Rules of Order*, set reasonable time limits on debate. A parliamentarian or timekeeper may be selected to assist with this process.

6.5. Order of Business.

The order of business of any regular meeting shall be as follows:

- 6.5.1. Roll call;
- 6.5.2. Approval of minutes;
- 6.5.3. Report of chair;

¹ See for example Henry M. Robert. 1977 [1893]. *Robert's Rules of Order*. New York, N.Y.: Jove Books. Also, Doris P. Zimmerman. 1997. *Robert's Rules in Plain English: An Authoritative, Easy-to-Use Guide to Running Meetings*, 1st ed. New York, N.Y.: Harper Perennial.

- 6.5.4. Special reports, at the discretion of the chair, such as those given by the HIV Planning Group (HPG) or other prevention groups, the Regional Advisory Committee or other regional planning groups, data presentations;
- 6.5.5. Part A update (Recipient report);
- 6.5.6. Part B/D update (state Infectious Disease Bureau);
- 6.5.7. Planning council updates (committee reports);
- 6.5.8. New business (time for guests to make comments and announcements);
- 6.5.9. Adjournment.

6.6. Minutes.

Minutes must be taken of each council and committee meeting. These minutes must state the names of all in attendance and the names of members absent. Minutes must state all motions, recommendations, requests or action items fully. Minutes must also indicate any votes taken with yeas, nays and abstentions counted. The planning council minutes must be signed by the planning council chair to certify that these requirements are met. The council will make certified minutes available to the public within two weeks of approval. Any member of the public shall be able to purchase one copy of any set of minutes based on the prevailing rates for the cost of copies at libraries. Any council or committee member wishing to propose corrections to the minutes shall propose corrections at the meeting at which the minutes are subject to approval. The members shall submit the minutes together with proposed corrections for approval during the meeting.

ARTICLE VII.

Quorum, Voting and Attendance.

7.1. Quorum.

A quorum of the council must be present at any regular or specially meeting in order for the council to engage in formal decision making. A quorum of the council is defined as a simple majority 50% plus one of the planning council membership. In computing a quorum, vacant seats on the council shall not be considered. Committees must have a 25% membership representation at any meeting to discuss business. A simple majority 50% plus one of the committee membership must be physically present or on conference call in order for the council to make recommendations vote on any matter.

7.2. Quorum for People Living with HIV/AIDS Committee.

Quorum for the People Living with HIV/AIDS Committee shall be a minimum of three members, one of whom must be a planning council member and one of whom shall be one of the four elected leaders of the committee.

7.3. Voting.

- 7.3.1. Each Council member is entitled to one vote on any matter.
- 7.3.2. With the exception of priority setting, the planning council chair is only allowed to vote on a motion in the case of a tie.
- 7.3.3. Any member who has a conflict of interest as defined in Article X, section 10.3 shall disclose it and excuse him/herself from voting on all matters in which he or she has a conflict of interest.
- 7.3.4. Unless otherwise determined, decision making will be by majority vote; or by super majority where required by the bylaws.
- 7.3.5. A super majority vote is needed to suspend the rules and change terms of debate.

7.4. Attendance at Planning Council Meetings.

Planning council members are expected to attend all planning council meetings and their committee meetings. Any council member who is unable to attend a planning council meeting must notify the planning council office before the meeting.

7.5. Attendance and Removal.

- 7.5.1. Planning council members who misses a regularly scheduled planning council meeting will be considered absent. The planning council support office will work with the Nominating Committee to track attendance of members at planning council meetings.
- 7.5.2. Non-PLWH/A Attendance/Removal: Non-PLWH/A council members who misses any three regularly scheduled planning council meetings within a 12-month planning period (September through August) must be recommended to the planning council chair for removal. The chair will send the member a letter after his or her fourth absence reminding him or her that one more absence is grounds for dismissal. The Nominating Committee chair will notify the planning council chair of any member who has missed three planning council meetings in the 12-month planning period. The Nominating Committee chair that notification is given to the planning council member after two (2) absences. The Nominating Committee will decide on a course of intervention to retain the member after the fourth absence. The Nominating Committee will make a recommendation after the fifth absence and forward it to the council chair, who will decide and then forward the recommendation and decision to the council, which will vote on the issue.
- 7.5.3. PLWH/A Attendance/Removal: Any PLWH/A planning council member who misses six (6) regularly scheduled planning council meetings within any given 12-month planning period (September through August), must be recommended to the planning council chair for removal from the council. The PLWH/A planning council member will be sent a letter from the planning council chair at his or her fifth absence reminding him or her that one more absence is grounds for dismissal. The Nominating Committee chair will notify the planning council chair of any PLWH/A member who has missed six (6) planning council meetings within the said 12-month period. The Planning

Council support office notifies the planning council member after five (5) absences. The planning council chair will consult with the PLWH/A Committee chair and respond to the Nominating Committee chair regarding interventions to be taken to retain the member after the fifth absence. The Nominating Committee will make a recommendation after the fifth absence and forward it to the council chair, who will decide and then forward the recommendation and decision to the council, which will vote on the issue.

- 7.5.4. A vote to remove any member for attendance reasons shall require a simple majority vote 50% plus one of those members present at a planning council meeting.
- 7.5.5. Council members may also be recommended for removal from the council when they violate the conflict-of-interest policy or the Code of Conduct. A vote to remove any member for these reasons shall require a super majority vote.

7.6. Primary Committee Attendance of Planning Council Members.

Participation on at least one primary committee is required of each council member. (Refer to article I, section 1.3.24 for definition of “primary committee”).

- 7.6.1. Each PC member must be members of at least one committee. Each newly appointed planning council member will be asked by the Nominating Committee to sign up for a primary committee during the third week of the month, following the mayoral appointment notification. A member can, at any time, change his/her primary committee by notifying the committee chair and the Nominating Committee of his/her intention to resign from the committee. The member must at the same time notify the Nominating Committee of his/her new primary committee.
- 7.6.2. The PCSO will record attendance and report attendance to the Nominating committee.
- 7.6.3. Planning council members must attend at least one-half of their primary committees’ meetings. (Though members are permitted to switch primary committees, they may not do so solely for the purpose of avoiding the committee-attendance requirement.) If a committee member misses one half of his or her primary committee’s meetings in a given year (September through August) i.e., three meetings out of six; four meetings out of eight, etc.) as scheduled on the committee’s work plan, the Nominating Committee will send a letter to the member and to the committee chair and co-chair advising that the member is in danger of being recommended for removal from the committee. Upon the member’s next absence within the year, the member and the committee chair and co-chair will be notified that the member is recommended for removal from the committee. If the committee member is an appointed planning council member, he or she will be eligible for assignment to another committee.
- 7.6.4. Any Planning Council member who misses one half of his or her scheduled primary committee meetings within a 12-month planning period will be deemed “inactive” whereby the said planning council member is unable to participate in any voting process of his or her primary committee and would not count towards committee quorum. Attendance at the next scheduled committee meeting is required to become an

active, voting member of the committee and count towards committee quorum. If said planning council member is absent at that next scheduled meeting, he or she must (1) choose another committee as his or her primary committee or (2) complete and submit to the planning council support staff another application for that same primary committee and attend two committee meetings within six months of submitting the application to the planning council support office. At the third meeting following submission of the application, the planning council member will be reinstated as a full-fledged “active” member of his or her primary committee and can participate in the voting processes of the committee and count towards committee quorum. Planning council members are only allowed to fall “inactive” with their primary committee once within the 12-month planning year.

- 7.6.5. Following assignment to a new primary committee, if the member misses two regularly scheduled meetings of the new committee within the same membership year during which he/she has missed five meetings of another primary committee, the member may be recommended to the Executive Committee for consideration of removal.
- 7.6.6. In the event that a planning council member (1) has been recommended for removal from his or her primary committee due to lack of attendance requirements, (2) selects another primary committee, and (3) misses two meetings of the new primary committee during the same membership year in which he or she was recommended for removal from the first primary committee, the Nominating Committee will make a recommendation regarding the member’s continued membership on the council, and forward it to the planning council chair. The planning council chair will decide and forward the recommendation with his or her decision to the planning council, which will vote on the issue of removing the member from the council entirely.

7.7. Non-primary Committee Attendance.

- 7.7.1. Attendance will be recorded at each committee meeting. The planning council office staff and committee chairs and co-chairs will work with the Nominating Committee to track attendance of committee members.
- 7.7.2. Committee members must attend at least one-half (50 percent) plus one of their committees’ meetings during the year following the date of their joining the committees, and each year thereafter. If a committee member misses one half of his or her committee’s meetings in a given year (i.e., two meetings out of four, three meetings out of six, etc.), that said committee member will be removed from the committee as a member and must go through the entire application to become a voting committee member again.

ARTICLE VIII.

Collaboration between CEO, Recipient and Planning Council.

8.1. Administration of Funds.

The CEO shall designate an agency to administer and distribute funds granted to the EMA under the Ryan White HIV/AIDS Treatment Modernization Act of 2006, Part A. This agency is collects and disseminate periodic reports (programmatic and fiscal) to the council on the administration and distribution of the funds.

8.2. Council Oversight of Funding.

The council is responsible for a regular review of the administration and distribution of funds granted to the EMA. The council shall perform such other oversight duties as may be required by the Act or any regulation under it.

ARTICLE IX.

Non-Discrimination.

Except as outlined in section 2.3 of these bylaws, the officers, directors, employees, and committee members of the council shall be selected entirely on a non-discriminatory basis with respect to age, sex, race, religion, disability, sexual orientation, HIV status, or national origin.

ARTICLE X.

Grievances, Grievance Procedures and Conflict of Interest.

10.1. Grievances, Grievance Procedures.

The council has procedures for addressing grievances with respect to funding under this section, including procedures for submitting grievances and successive stages of the process up to binding arbitration. These procedures are consistent with state and local laws (also see article V, section 5.2.4 for those duties of the Executive Committee related to grievances, and appendix II, "Grievance Procedures").

- 10.1.1. For purposes of these bylaws, a grievance is a formal expression of dissatisfaction, in writing, about some aspect of the planning council's processes, decisions that were implemented, or other council actions or activities, which is brought to the attention of the planning council's administrative designee as having some responsibility for receiving grievances. Dissatisfaction with or among planning council members will follow the internal complaint process (section 10.2) before being considered under grievance procedures. The grievance must be in writing in order to be considered by the Executive Committee.

- 10.1.2. A grievance is a formal, structured mechanism, that enables an individual or entity to express dissatisfaction with planning council processes, decisions , or other actions or activity and seek changes.

10.2. Internal Complaint.

The Executive Committee shall ensure that all issues or complaints are managed in accordance with the procedures and are resolved. The Executive Committee shall have authority to carry out actions it deems, to be appropriate to resolve the complaint, up to and including a recommendation to the Mayor requesting removal of a member. Due to the confidential nature of complaints, the contents of a complaint shall not be presented to the full council at an open meeting. The confidentiality of the complaint, is limited to the facts and allegations in the complaint: either the fact that there has been a complaint, nor the names of the parties to the complaint, are themselves confidential. Dissatisfaction with or among planning council members will follow the internal complaint process (see appendices of this document) before being considered under grievance procedures. A complaint, or each part of a multi-part complaint, must be filed within 40 days of the date of the alleged occurrence of the event(s) being complained about.

Article XI.

10.3. Conflict of Interest and Disclosure.

The council has established conflict-of-interest and disclosure policies which are enforceable and consistent with state and local laws (refer to section 5.2.4 and 5.2.5 for those duties of the Executive Committee related to conflict of interest).

- 10.3.1. A council member will be considered aligned with an agency if he or she is an officer or employee of, a consultant to, or represents a potential sub-recipient of, said agency. If he or she is none of these, he or she will be considered unaligned for federal reporting purposes.
- 10.3.2. A council member must disclose all conflicts of interest by stating, in writing, his or her (or immediate family's) employment by, membership in, or other financial interest that exceeds \$1,000 in stipends, honoraria, gifts, wages, salaries, or any other payment from any entity that does or seeks to do business with PC. The council member must abstain from all voting on all matters related to an entity where a conflict of interest exists. It is the member's responsibility to recognize and self-report conflicts of interest at any point that conflict arises.
- 10.3.3. A service category will be considered pertain to an agency if the agency:
- Has received Ryan White Part A or MAI funding in that service category in the 12 months preceding the vote in question;
 - Currently receives Ryan White part A or MAI funding in that service category;
 - Plans to seek Ryan White Part A or MAI funding in that service category in the 12 months subsequent to the vote in question.

- 10.3.4. Even if a council member's involvement with an agency does not reach the \$1,000.01 conflict-of-interest threshold, as described in 10.3.2, the council member must still disclose to the planning council support office, in writing, all stipends, honoraria, gifts, wages, salaries or any other payment from an agency. After the initial disclosure, any payment must thereafter be disclosed in writing to the planning council support office, whose staff will keep a running tally of the cumulative amount received per agency by said council member. Once the disclosed amount exceeds \$1,000, within the 12-month period preceding a vote, the council member will be considered to be conflicted, and must abstain from all voting. A member may fall into and out of conflict-of-interest status with the passage of time.
- 10.3.5. A member may serve on the planning council only if the individual agrees that he or she will not vote on any matter in which he or she is conflicted.
- 10.3.6. Council members will submit a completed (signed) affidavit stating that they understand and will adhere to this policy.
- 10.3.7. The Executive Committee will establish and distribute to planning council members a written statement of rules and guidelines stipulating that a member may be recommended for removal from the council if she or he refuses to submit a disclosure and conflict-of-interest form, or fails to update said form in writing to the planning council support office per 10.3.4 hereof, or it is determined that the member knowingly included misinformation on said form, or it is determined that the member attempted to influence the council during its deliberations while knowing it was a conflict of interest to do so. A member may also be recommended for removal if he or she refuses to cooperate in a disclosure and conflict-of-interest review by the council or its agents.
- 10.3.8. The Executive Committee is the sole and final arbiter of what constitutes a conflict of interest.

Appendix I. Process for Internal Complaints Regarding Members' Conduct.

Complaints about the conduct of a member of the Planning Council or committee may arise from within the council or from the community at large. Such complaints may concern:

- Inappropriate behavior during meetings, authoritarian or unilateral actions of committee chairs, misrepresenting one's authority as a council member;
- Presenting oneself as a representative of the planning council without official sanction;
- Failure or refusal to abide by governance rules of the council, or other behaviors that hold the council up for public censure;
- A complaint, or each part of a multi-part complaint, must be filed within 40 days of the date of the alleged occurrence of the conduct being complained about.

Initial complaints may be oral or written. All official oral complaints must be heard by at least two persons, either members of the council or professional members of the planning council support staff. Oral complaints then will be reduced to writing and signed by the complainant.

All complaints should be directed to the director of the planning council support office, who shall be referred to as the manager of the complaint process. The manager of the complaint process shall serve as staff for the process throughout each phase of the process. Within two business days of receipt of the complaint, the manager of the complaint process shall forward the complaint to the planning council chair, unless the complaint involves the chair, in which situation, the complaint is directed to the vice chair or, if it concerns both the chair and vice chair, then to the Nominating Committee chair.

The manager of the complaint process, under the direction of the planning council chair or other designated person, will forward the complaint to the Executive Committee within two business days of receipt by the council chair or designated person.

The Executive Committee will meet in special session or via conference call within five business days of receipt of the complaint. The Executive Committee shall determine, or appoint a committee to determine, whether the complaint has merit. If the complaint is about a member of the Executive Committee, that member will be excluded from the special session or conference call that determines next steps in investigating the complaint.

Upon a determination that the allegation has merit, the respondent must absent him- or herself from his or her office, if the office is elected or a committee chairmanship, and from Executive Committee meetings during which a discussion of the complaint is held.

Any member of the planning council or planning council committee faced with a disciplinary action or allegations has the right to due process.

In instances where such charges are brought on reasonable grounds, the Executive Committee may elect to appoint a three- to five-person special committee made up of planning council members who are without conflict of interest. This special committee will conduct a confidential investigation (including an interview with the accused) to determine the facts of the allegation

and make recommendations to the Executive Committee of the council. During the confidential investigation, the special committee or Executive Committee shall have the power to take any action it deems necessary in its sole discretion short of removal from the Planning Council.

An investigating committee, has no power to require the or any member to appear before it. However, it should quietly conduct a complete investigation, making an effort to learn all facts. The details of the complaint, the investigation and the findings shall be kept confidential.

Upon completion of the investigation, the designated special committee should meet with the Executive Committee, in an executive session, to give its report and recommendations. If necessary, the Executive Committee shall hold a special meeting, since all complaints should be resolved in the shortest time possible.

The Executive Committee shall review the findings of the special committee and adopt the recommendations or determine a different course of action.

If, after the investigation, the special committee's opinion is favorable to the person alleged to have committed misconduct, the Executive Committee should prepare and report a resolution of exoneration. If the recommendation is for a disciplinary action or removal of a member from the planning council or committee, the Executive Committee chair shall draft a letter to the member stating that decision. If the recommendation is for disciplinary action or removal of a member from the Planning Council or committee, the decision must be approved by majority vote of quorum of the Planning Council in Executive session. The Planning Council chair shall draft a letter to the mayor requesting removal of that member from the Planning Council.

The Executive Committee shall submit the report briefly stating the complaint, the investigative process and the finding with recommendations to the presiding officer of the Executive Committee, who in turn shall send a letter of the recommendations to the parties of the complaint.

The Executive Committee has the authority to latitude determine appropriate actions. Actions may include:

- Reorientation of the member to the roles and responsibilities of a council member or a council chair; formal discussion of the bylaws and *Robert's Rules*;
- Removal of a chairmanship; reassignment of a member to another council committee; mentoring by a more experienced council member;
- Recommendation to the Mayor for removal from council membership entirely;
- Maintains confidential files of complaints, investigative reports, minutes of meetings, and recommendations and resolutions.

Appendix II. Grievance Procedures.

I. Introduction.

This document addresses the provision of the Ryan White CARE Act of 1995, and that calls for the development of local procedures to resolve grievances with respect to funding. In keeping with this intent, the Greater Baltimore HIV Health Services Planning Council (Baltimore Planning Council) has developed the following procedures to resolve grievances and disputes with respect to funding. The procedures are consistent with local operations and laws. It is the purpose of the Baltimore Planning Council to provide a vehicle allowing individuals and/or agencies to set forth grievances and appeal decisions.

II. Definitions.

For the purposes of these grievance procedures, the following definitions are used.

Arbitration: The submission of a dispute to an impartial or independent individual or panel for a binding determination. Arbitration is usually carried out in conformity with a set of rules. The decision of an arbitrator generally has the force of law, although it generally does not set a precedent.

Arbitrator: An individual or panel of individuals (usually three) selected to decide a dispute or grievance. Arbitrators may be selected by the parties involved in the dispute or by a neutral individual or entity.

Binding: A process in which parties agree follow by the decision of an arbitrator or other third party.

Business Days: Working days of Baltimore City government.

Costs: Charges for administering a dispute settlement process.

Dispute Prevention: Techniques or approaches that are used to resolve differences at as early and informal a stage as possible to avoid or minimize the number of disputes that reach the grievance process.

Facilitation: A voluntary process involving the use of techniques to improve the flow of information and develop trust between the parties to a dispute. It involves a third party (facilitator) who help the parties reach an agreement that is acceptable.

Facilitator: A third party who works with the parties to a dispute, providing direction to a process resolution of the dispute. A facilitator may be independent or may be drawn from one of the parties, but must maintain impartiality on the topics under discussion.

Grievance: A complaint or dispute that has reached the stage where the affected party seeks a structured approach to its resolution.

Grievant: A person or entity seeking a structured resolution of a grievance.

Mediation: A voluntary process in which an impartial and usually independent third party assists parties to a dispute in reaching an acceptable resolution to the dispute. Mediation may

involve meetings held by the mediator with the parties together and separately. The results of a mediation may become binding on the parties if the parties agree to make it binding.

Mediation/Arbitration: A mixed approach in which parties agree to mediate their differences and submit those issues that cannot be resolved through mediation to arbitration. This technique helps to narrow the issues submitted to arbitration. The parties may agree to use separate mediators and arbitrators for different stages of the process, or they may use the same third party.

Mediator: A trained impartial and usually independent third party selected by the parties in the dispute or by a neutral individual or entity to help the parties reach an agreement on a determined set of issues.

Neutral: Describes an independent third party, including a mediator or arbitrator, facilitator or ombudsman selected to resolve a dispute or grievance. Having no interest or stake in an issue or its outcome.

Ombudsman: An individual selected by parties in a dispute to investigate the facts of a situation and make recommendations to the parties. The recommendations of an ombudsman are not binding and his or her effectiveness depends in large measure on the ability of the ombudsman to persuade the parties to accept his or her recommendation.

Party: Refers to one of the participants in the grievance process. This definition includes the grievant (or person or group) who brings the grievance action and the person or group against which the grievance is brought.

Remedy: This is the relief or result sought by a grievant in bringing a grievance. It can include money damages, a process change, or a reversal of a decision.

Standing: A term referring to the eligibility of an individual or entity to bring a grievance. Standing refers to a directly affected or entity challenging a decision with respect to funding.

Third Party: A term used to describe an independent or impartial person, including a facilitator, mediator, ombudsman or arbitrator, selected to resolve a dispute or grievance or assist the parties in resolving a dispute or grievance.

With Respect to Funding: Planning council priority setting and allocation processes (including any language regarding how best to meet planning council priorities) and any subsequent change to the priorities or allocations.

III. Prevention of Disputes, Point of Contact.

3.1. Dispute Prevention and Avoidance.

Although not formally part of the grievance procedures, the Baltimore Planning Council has developed written internal working procedures that promote dispute avoidance. Among these are continuous solicitation of input from service providers throughout the EMA and the establishment of committee participation panels for the development of plans and presentations

at various council and committee meetings. Written documentation that clarifies roles, functions, and processes include:

- 3.1.1. Planning council bylaws that define committee structures, conflict of interest management processes, voting procedures, and member responsibilities.
- 3.1.2. A comprehensive plan defining long-term goals for the EMA based on community needs.
- 3.1.3. Procedures for identifying and recruiting qualified candidates to be recommended to the council.
- 3.1.4. A priority-setting training manual that clearly defines procedures for priority setting and percentage allocation of funds.
- 3.1.5. Standards of care, which define one method of solicitation of input from service providers.

3.2. Point of Contact.

The initial point of contact for the grievant shall be the intake coordinator, a staff member within the planning council support office. The intake coordinator shall help the grievant complete the grievance intake form, direct the party to the most appropriate process, and determine whether there have been attempts to avoid the dispute. The intake staff will be available for consultation during normal business hours.

IV. Grievance Procedures.

4.1. Types of Grievances Covered.

Only the planning council as an entity can be grieved against. Dissatisfaction with the actions of individuals or committee members must be addressed through the internal complaint process (see bylaws section 10.2, “Internal Complaint”). The types of grievances that are covered by the planning council process include:

- 4.1.1. Questions regarding the process of establishing priorities, including any language regarding how best to meet the priorities.
- 4.1.2. Issues regarding allocation of funds to those priorities, and any subsequent process to change the priorities or allocations.
- 4.1.3. Decisions regarding and/or a failure to follow: (a) the needs-assessment process; (b) the comprehensive planning process; (c) priority-setting process; (d) the allocation of funds to service categories; or (e) conflict-of-interest procedures.

4.2. Individual or Entities Eligible for Filing a Grievance.

The following is a list of individuals or entities eligible for filing a grievance with the planning council:

- 4.2.1. Providers eligible to receive Ryan White funding or service providers affected by a process of the planning council.
- 4.2.2. Consumer groups, PLWH/As, and caucuses affected by a process of the planning council.
- 4.2.3. Members of the planning council (either as individuals or as a group of individuals).

4.3. Non-binding Procedures: Internal Dispute Resolution, Procedure.

- 4.3.1. The intake coordinator will accept initial information either by telephone or in writing. If by telephone, the intake coordinator will note the date and time of the conversation on the standard intake form. The intake coordinator will then inform the grievant of his or her options and the procedures that must be followed to file a grievance. If the grievant files the grievance, he, she or it shall pay an administrative fee to the planning council support office contractor of \$75.00 (individuals) or \$250.00 (businesses). Information regarding any grievance is to be kept confidential and separate from other planning council business or personnel. Persons involved in any aspect of a grievance matter, including internal dispute resolution, non-binding mediation and binding arbitration, are bound by rules of confidentiality, even after the grievance is resolved. The grievant will be provided with the grievance form and information about the process. The intake coordinator will the grievant complete the form. Further, the intake coordinator will make all reasonable accommodations regarding the deadlines to file the grievance form or to keep appointments based on the needs of the grievant. The grievance form should be addressed to: *Grievance Intake Coordinator, Greater Baltimore HIV Health Services Planning Council, 1001 East Fayette Street, Baltimore, MD 21201 or e-mailed to _____.*
- 4.3.2. The grievance form should state the grievance, previous action taken to resolve the issue, parties involved, and remedy sought by the grievant. Within five business days of receipt of the form, the intake coordinator shall review the information on the form or decide to involve an independent, third-party reviewer to determine whether the complaint falls within the purview of the planning council's process and notifies the grievant of this determination.
- 4.3.3. If the grievance is within the purview of the planning council, the intake coordinator or designated independent reviewer shall begin the grievance-remedy process with interviews of the grievant and any other parties involved. All grievance meetings, interviews or hearings will be held at the *Greater Baltimore HIV Health Services Planning Council Office, 1001 East Fayette Street, Baltimore, MD 21201.* These interviews should be scheduled within five business days following notification to the grievant.
- 4.3.4. Within 10 business days following the completion of the investigation of the complaint, the intake coordinator or independent reviewer shall make a recommendation in writing to the grievant for resolution. If this recommendation is not satisfactory to the grievant, the grievant shall have five business days to request that the grievance complaint be forwarded to a planning council designee, designated at the time the grievance is received by the planning council. The planning council designee will have five business

days to review the complaint, establish validity of it, examine the processes used to resolve the matter, and forwards it to the Executive Committee.

- 4.3.5. The Executive Committee shall have 30 days from the receipt of the grievance packet from the planning council designee (original grievance/arbitration form, all documents, correspondence, and summaries) to begin its review process. All parties involved will be asked to participate in the committee review. A report of the Executive Committee review and recommendation will be sent to the grievant within 10 business days following completion of the committee review. If the grievant is not satisfied by the recommendation of the Executive Committee, he or she may seek settlement through mediation or binding arbitration. Every effort will be made to ensure that the entire non-binding grievance process will be completed by the end of 60 days from the date of receipt of the written grievance/arbitration form.
- 4.3.6. If, at the end of the non-binding process, the grievance issues are not resolved to the satisfaction of the grievant, the intake coordinator or independent reviewer will meet with the grievant and explain options. The intake coordinator or independent reviewer will discuss the process for seeking either mediation or arbitration. The mediation process must be completed before binding arbitration can be sought.

4.4. Non-binding Procedures: Mediation.

- 4.4.1. Should the grievant choose to resolve the grievance through a third-party mediator/facilitator, he or she shall have five business days from his or her receipt of the recommendation of the Executive Committee in which to advise the intake coordinator of this in writing, such writing being referred to as the notice of mediation. (Signed writings include documents dictated by the grievant to someone else and then signed by the grievant.) The intake coordinator will refer the case for mediation within 10 business days of receipt of notice of mediation from the grievant to one of the local mediation centers. These are independent and impartial third parties who have been selected in advance to be drawn on to resolve grievances.
- 4.4.2. If mediation is sought by an individual, a check in the amount of \$50.00 made out to the holders of the planning council support office contract will be required to initiate mediation or facilitation and should be submitted along with the notice of mediation. If the grievant is an organization the fee is \$250.00 and a check in that amount made out to the holders of the planning council support office contract must accompany the notice of mediation. Appointment of a mediator will be made by the intake coordinator within 10 business days of receipt of the notice of mediation.
- 4.4.3. The mediation process shall be completed by the end of 60 days from the submission of the grievant notice of mediation and fee.
- 4.4.4. Mediation/arbitration shall take place at the *Greater Baltimore HIV Health Services Planning Council Office, 1001 East Fayette Street, Baltimore, MD 21201.*
- 4.4.5. If mediation does not satisfy the grievant, he or she shall have five business days in which to initiate binding arbitration.

4.5. Binding Procedures: Arbitration

Arbitration, the use of an independent and impartial third party to decide disputes, is the final stage in the dispute resolution process. Under the grievance process, the decision of the arbitrator is binding on the parties to the dispute. Any individual or organization that has initiated a grievance that has not been resolved in whole or in part through non-binding procedures will have access to the arbitration process and shall be instructed by the intake coordinator on how to initiate arbitration.

- 4.5.1. Requests for binding arbitration must be made in writing and submitted to the chairperson of the Planning Council Grievance/Conflict-of-Interest Committee, such writing being referred to as the notice of arbitration, addressed to: *Grievance Intake Coordinator, Greater Baltimore HIV Health Services Planning Council, 1001 East Fayette Street, Baltimore, MD 21202* or e-mailed to _____.
- 4.5.2. A check in the amount of \$15.00 for an individual and \$75.00 for an agency or organization, made out to the holder of the planning council support office contract, will be required to initiate arbitration and should be submitted along with the grievance information from all previous steps or efforts to resolve the issues.
- 4.5.3. Within five business days of receipt of the request, the Intake Coordinator will notify the other party that a request for binding arbitration has been filed and refer the case to an arbitrator from a local mediation/arbitration center. The arbitrator will be selected by asking each party to the grievance to cross off unacceptable names from a list of arbitrators. If no mutually acceptable arbitrator is identified by this process, the intake manager will select the arbitrator.
- 4.5.4. The other party to the grievance action has five business days from the date that the grievant filed the notice of arbitration to respond.
- 4.5.5. The arbitrator has five business days from the date of response by the other party to the grievance to schedule the hearing.
- 4.5.6. Arbitration hearings must be completed within 60 days from the date of the intake coordinator's receipt of the notice of arbitration.
- 4.5.7. Arbitration hearings will be held at *Baltimore City Health Department, 1001 East Fayette Street, Baltimore, MD 21202*.
- 4.5.8. The arbitrator will decide within 30 days after the final hearing date.
- 4.5.9. Decisions made during arbitration are confidential, final, and binding.

V. Rules for Grievance Process.

5.1. Costs.

- 5.1.1. The costs of services for a mediator or arbitrator will be no more than the average prevailing rate paid for such services within the EMA at the time of. The rate will be determined by seeking guidance from the a third-party mediation firm.

- 5.1.2. The entire initial costs of the services of the mediator and/or arbitrator shall be borne by the party filing for that step in the process, i.e., the party filing for mediation shall initially pay for mediation services, and the party filing for arbitration shall initially pay for arbitration services. Once the process has been concluded (at the highest level to which it has been taken), the intake coordinator shall require and manage reimbursements from one party to the other such that the cost of arbitration. If the planning council as an entity is such a party found to be at fault, it shall pay what is required of it from its budget line item "Meeting Costs."
- 5.1.3. Grievance decisions cannot be applied retroactively and apply to actions taken or decisions made by the planning council from the date of approval of these bylaws of the planning council.
- 5.1.4. A grievance must be filed within 40 days of the incident being grieved. In the case of a multi-component grievance, each component must be filed within 40 days of the date of the alleged occurrence of the event(s) being grieved.



Commission and Council Membership Policy

Need and Justification

It is in the interest of the Baltimore City Health Department (BCHD) to regulate employee membership in City of Baltimore commissions, councils and similar public bodies, and to limit membership to persons representing BCHD officially when seats are designated for BCHD, in order to prevent conflicts of interest or overrepresentation.

Definitions

Commissions, councils' similar public bodies: collective entities organized under the City of Baltimore or one of its agencies to provide administration, advice, insight, recommendations and information in order to develop and implement community and government policies, program and services.

Applicability

This applies to all employees of the BCHD and City commissions, councils and similar public bodies that have appointed seats for BCHD or that deal specifically with health in Baltimore.

Policy and Procedure

BCHD employee memberships on City commissions councils, and similar public bodies when seats on those bodies are reserved for BCHD representatives must be approved by the Commissioner of Health; the employee is to represent BCHD interest and positions. The Commissioner may approve additional employee membership when employees wish to serve as private citizens or to represent an outside organization to which the employee belongs. The Commissioner will not approve request to participate in bodies that have authority over, or are affiliated in any way with BCHD activities or programs. Examples of such bodies: Greater HIV AIDS Health Services Planning Council, HIV Planning Group, Local Health Improvement Coalition.

Enforcement

Employees who serve on commissions, councils and similar public bodies outside compliance with this policy at the time of its approval must surrender their seats within 30 days of the policy's approval or receive permission from the Commissioner to continue their service. Failure to comply with this policy will be subject to disciplinary action.

Policy approved:

Letitia Dzirasa, MD
Commissioner of Health

5/2/2022

Date: