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## INLAND EMPIRE HIV PLANNING COUNCIL (COUNCIL) BYLAWS

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## **Article I**

### **Name, Service Area, and Authority**

#### **Section 1 - Name**

The name of this Council shall be the Inland Empire HIV Planning Council (herein after referred to as the Council).

#### **Section 2 – Service Area**

The Transitional Grant Area (TGA) to be served by the Council shall be San Bernardino and Riverside Counties (herein after referred to as the TGA).

#### **Section 3 – Authority to Establish an Office**

The Council shall have the authority to establish an office within the TGA.

## **Article II**

### **Purpose, Legislative Responsibility, and Duties**

#### **Section 1 – Purpose**

The purpose of the Council is to ensure the development of a client-centered, comprehensive continuum of care for persons living with HIV disease (PLWH) throughout the TGA. In doing so, the Council provides effective planning for the TGA and promotes development of HIV/AIDS health services, personnel, and facilities that meet identified health and support service needs in a cost-effective manner, reduce inefficiencies, and address the needs of uninsured, underinsured, and low-income HIV infected individuals.

#### **Section 2 – Legislative Responsibility**

- A. The process of applying for, receiving, and administering Part A Ryan White funds necessitates a collaborative relationship between three (3) parties:
  1. The Chair of the San Bernardino County Board of Supervisors as Chief Elected Official (CEO) and representative of the County Board of Supervisors,
  2. The San Bernardino County Department of Public Health Ryan White Program (RWP) as Grantee and Administrative/Fiscal Agent, and
- B. The CEO, representing the San Bernardino County Board of Supervisors, shall carry out the legislatively mandated actions of the Council, as specified in Sections

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2602(a)(1), 2602(a)(2)(A)(ii), and 2802(b)(1) of the Ryan White Program legislation (42 U.S.C. §300ff-12).

- C. Actions of an individual member of the Council who is not authorized as a representative by the Council are the responsibility of that individual member.

### **Section 3 – Duties of the Chief Elected Official**

The CEO, representing the San Bernardino County Board of Supervisors, has ultimate responsibility for administering the Part A program and ensuring that all legal requirements are met. The duties of the CEO in relation to the Council shall be to:

- A. Receive federal and state grant funds for HIV/AIDS care awarded to the TGA,
- B. Establish the Council,
- C. Consider for appointment to the Council candidates referred by the Council (The CEO retains sole authority for appointment and removal of all members.),
- D. Ensure that all terms and conditions of the Intergovernmental Agreement (IGA) between San Bernardino County and Riverside County are adhered to,
- E. Present to the Board of Supervisors for review and approval new or revised Council Bylaws and major policies and procedures, as adopted by the Council. Bylaws and procedures must fit the policies established by the County of San Bernardino for boards and commissions as well as meeting Ryan White legislation requirements, and
- F. Accept legal responsibility for the actions of the Council and its designated representatives.

### **Section 4 – Duties of the Council**

The duties of the Council shall be to:

- A. Establish priorities for the allocation of funds within the TGA, based on the epidemiology of the epidemic, including how best to meet each priority, amounts to be allocated to each priority, and other factors for consideration by the RWP based on:
  - 1. Documented needs of the HIV infected population,
  - 2. Cost and outcome effectiveness of proposed strategies and interventions,
  - 3. Priorities of the HIV infected communities, and
  - 4. Availability of other governmental and non-governmental resources.Following grant award and procurement, the Council shall review the total amount of funds contracted for each service category to ensure consistency with previously determined priorities.
- B. Carry out comprehensive needs assessment to determine the service needs and gaps of PLWH in the TGA, including those of people in and out of care, and the capacity of the system of care to meet those needs; this requires obtaining regular PLWH and other community input on community needs and priorities,

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- C. Develop a Comprehensive Plan, compatible with existing California state and local plans, regarding the provision of health and support services to individuals with HIV disease, that is consistent with a client-centered continuum of care appropriate for the TGA,
- D. At the discretion of the Council, assess the effectiveness, either directly or through contractual arrangements, of the services offered in meeting the identified needs,
- E. Participate in the development of the Statewide Coordinated Statement of Need (SCSN),
- F. Develop Standards of Care for funded service categories,
- G. Rapidly reallocate funds during the year as necessary, based on information from the RWP regarding the need for reallocation to ensure that all funds are obligated during the program year,
- H. Participate in coordination of Part A services with other Federal grantees that provide HIV-related services within the TGA,
- I. Assess the efficiency of the administrative mechanism in rapidly allocating funds to the areas of greatest need within the TGA, to include, but not be limited to, the timeliness of the execution of contracts. At the Council's discretion, also assess the effectiveness of services offered in meeting identified needs, and
- J. Develop and follow policies and procedures to meet legislative responsibilities, such as grievance procedures, conflict of interest policy, open nominations process, and priority setting and resource allocations process (These policies must be approved by the Board of Supervisors).

### **Section 5 – Duties of the RWP as Grantee Representative & Administrative/Fiscal Agent**

The duties of the RWP as Grantee and Administrative/fiscal Agent with regard to the Council are to administer the grant and select particular entities to receive Ryan White Part A funds. These duties include:

- A. Assist the Council with facilitation of the Needs Assessment;
- B. Assist the Council with facilitation of the Comprehensive Plan;
- C. Develop requests for proposals (RFP);
- D. Conduct technical assistance and bidders' conferences;
- E. Conduct the application review process for RFPs;
- F. Negotiate contracts;
- G. Award funds, pursuant to approval by the Board of Supervisors;
- H. Develop reimbursement and accounting systems;
- I. Conduct program and fiscal monitoring;
- J. Provide information to the Council with regard to the use of funds and the characteristics of recipients of services, including information showing the need for reallocations; and

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- K. Provide the Council with quality management and evaluation data by service category for use in decision making.

The RWP may provide information to the Council, but at all times remain subject to the Grantee. The Council may not direct the RWP.

### **Section 6 – Duties of the Council Support Staff**

The duties of the Council Support Staff are to provide administrative support to the Council for carrying out Council functions and responsibilities. These duties include:

- A. General Council administrative duties;
- B. Assisting with needs assessments;
- C. Studying barriers to care;
- D. Planning activities such as writing a comprehensive plan;
- E. Assessing the administrative mechanism;
- F. Providing technical assistance;
- G. Conducting program evaluation; and,
- H. Assessing of service delivery patterns

Council Support Staff are separate from the RWP, and cannot interchange their duties. Council Support Staff are subject to governance by the Council, and will be employed by San Bernardino County for the purposes of payment or contracted out to a third party. If contracted out, San Bernardino County will be responsible for monitoring the contract and ensuring the contractor's compliance with contract requirements and deliverables.

## **Article III** **Membership**

### **Section 1 – Number of Members**

The Council shall follow the membership requirement as specified in the IGA between Riverside and San Bernardino Counties.

### **Section 2 – Representation from Each County**

- A. An individual may serve as a representative of a county if he/she lives in that county and (1) is a consumer of Part A services or (2) fills a membership category that is not linked to employment at a specific provider.
- B. An individual who fills a membership category based on employment with a particular type of provider shall represent the county where the member does most of his/her work.

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- C. In recommending individuals for Council membership, the Council Development Committee shall specify what county the nominee represents. Based on reflectivity requirements, the Council shall strive to have fair representation from each county on the Council.
- D. A change in residence, from one county to the other under the TGA, automatically forfeits the individual's membership and requires the individual to undergo an additional approval process in order to carry out his or her term of office.

### **Section 3 – Required Representation: Categories of Membership**

- A. Council membership shall at a minimum include a representative from all of the following membership categories:
  - 1. Health care providers including federally qualified health centers;
  - 2. Community-based organizations serving affected populations and AIDS service organizations;
  - 3. Social service providers, including providers of housing and homeless services;
  - 4. Mental health and substance abuse providers;
  - 5. Local public health agencies;
  - 6. Hospital planning agencies or health care planning agencies;
  - 7. Affected communities, including people with HIV disease, 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;
  - 8. Non-elected community leaders;
  - 9. State government (including the State Medicaid agency and the agency administering the program under Ryan White Part B or his/her designee);
  - 10. Grantees under subpart II of Ryan White Part C;
  - 11. Grantees under Section 2671 (Part D) of the Ryan White legislation, (42 U.S.C. §300ff-71), or, if none are operating in the area, representatives of organizations with a history of serving children, youth, and families living with HIV and operating in the area;
  - 12. Grantees under other Federal HIV programs, including but not limited to providers of HIV prevention services. This category shall also include, at a minimum, a representative from each of the following if present in the TGA:
    - a. A representative of each of the following types of grantees funded under Part F: Special Projects of National Significance (SPNS), AIDS Education and Training Centers (AETCs), and HIV/AIDS Dental Reimbursement Program;
    - b. The Housing Opportunities for Persons With AIDS (HOPWA) program of the U.S. Department of Housing and Urban Development (HUD); and
    - c. Other Federal programs if they provide treatment for HIV disease, such as the Veterans Administration; and



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13. Representatives of individuals who formerly were Federal, State, or local prisoners, were released from the custody of the penal system during the preceding 3 years, and had HIV disease as of the date on which the individuals were so released.

- B. Each Council member is permitted to fill only one legislatively required membership category at any given time, even if qualified to fill more than one, with the following exceptions:
- i. One person may represent both the substance abuse provider and the mental health provider categories if his/her agency provides both types of services and the person is familiar with both programs;
  - ii. A single Council member may represent both the Ryan White Part B program and the State Medicaid agency if that person is in a position of responsibility for both programs; and
  - iii. One person can represent any combination of Ryan White Part F grantees and HOPWA, if the agency represented by the member receives grants from some combination of those four funding streams, and the individual is familiar with all the programs.

#### **Section 4 – Representation of People Living with HIV or AIDS**

- A. Not less than 33% of the voting membership of the Council must be current consumers of Part A-funded services who are unaffiliated; that is, they do not have a conflict of interest, meaning they are not staff, consultants or Board members of providers receiving Part A funds. These unaffiliated consumers shall reflect the demographics of the population of individuals with HIV disease in the Riverside-San Bernardino TGA.
- B. Affirmative efforts shall be made to ensure full representation of populations infected or affected by HIV or AIDS.

#### **Section 5 – Membership Reflective of the Epidemic**

The Council as a whole, as well as the consumer membership, shall reflect in its composition the demographics of the population of individuals with HIV/AIDS in the eligible area involved, with particular consideration given to disproportionately affected and historically underserved groups and subpopulations.

#### **Section 6 – Provider Participation**

Membership on the Council shall be based on the required membership categories and the need for representation and reflectiveness.

- A. No provider of HIV/AIDS services, whether or not funded through Part A, shall be guaranteed membership on the Council.
- B. No provider shall be allowed more than one (1) member on the Council.

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### **Section 7 - Term of Office**

- A. Members of the Council shall serve four -year terms.
- B. Terms shall begin January 1 and end four years later on December 31 and shall be staggered so that approximately one-third (1/3) of terms expire each year.
- C. Members may serve no more than two consecutive four-year terms.
- D. The exceptions are the two (2) Health Officers and the state Part B and Medicaid representatives, who shall serve by virtue of their office, with no fixed term.
- E. A member who is selected to fill an unexpired term will serve for the remainder of that term, and if eligible to serve one additional four-year term if his/her membership is renewed.
- F. Members eligible for renewal shall be placed on the CDC Committee agenda for discussion and recommendation to the Council at a CDC meeting prior to the last PC meeting of the year.
- G. The full Council shall consider and approve or deny any renewal.
- H. If the member is not recommended for renewal, the rationale for that shall be presented to the full PC at its last meeting of the year.

### **Section 8 – Open Nominations Process**

- A. The CEO shall appoint Council members and send letters of appointment.
- B. The Council shall establish policies and procedures through which the Council Development Committee shall recommend candidates for membership in a manner consistent with legislative requirements and the IGA, ensuring that membership includes the required representation and reflectiveness. The Committee shall use an open nominations process. Candidates shall be selected based on locally delineated and publicized criteria, including the Council's conflict of interest policy.
- C. The Council Development Committee shall recommend to the Council proposed applicants who have completed all requirements for Council membership and who provide for required representation and reflectiveness.
- D. Upon resignation of a Council member, the process of finding a replacement shall begin immediately, using the open nominations process.
- E. The Council Development Committee may keep on file for up to one year the applications of applicants who have completed all requirements for Council membership, and may recommend such individuals to the Council, to fill a vacancy.

### **Section 9 – Change in Member Status**

A member's status may change during his/her tenure, so that the individual no longer fits his/her membership category or county representation – for example, due to a change in employment, a new affiliation for a formerly unaffiliated consumer, or a move to the other county. If this occurs, the member must inform a Co-Chair or Council Support Staff of the change in status within two weeks after it occurs. The Council Development Committee will then be asked to determine whether the individual can continue to serve as a member in another category or as a representative of the other

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county, or whether he/she will be required to leave the Council. Until this determination is made and is submitted to the Council for approval, the individual forfeits his or her membership status.

### **Section 10 – Resignation of Members**

Any member of the Council may resign, and that resignation shall be given in writing to the Community Co-Chair or the Council Support Staff. The resignation shall be effective immediately, unless a specific date is given, and then the specific date shall be the effective date of resignation.

### **Section 11 – Leave of Absence**

All Council members shall be allowed to take a leave of absence, as defined in the Council's Policies and Procedures.

### **Section 12 – Removal of Members**

- A. Any member, except for the two (2) Health Officers and the State Part B and Medicaid agency representatives, may be recommended to the CEO for removal from the Council or disciplined in other ways as specified in the Council Policies and Procedures, for the following reasons:
1. Failure to conscientiously perform his/her duties as a member, as specified in the Council's "Commitment Statement" and these Bylaws; this includes excessive absence from Council committee meetings,
  2. Loss of the status which qualified the member for appointment to the Council as a representative of a specific membership category or county,
  3. Serious or repeated violation of the Council's Code of Conduct, and
  4. Conduct or behavior in office that would otherwise have a negative impact on the integrity of the Council or the community's confidence in the Council.
- B. Recommendation to the CEO for removal from the Council shall require a majority Vote of the Council members at any regular or special meeting. The CEO may remove a member from the Council without receiving a recommendation from the Council. Any member so removed, shall receive notice of the removal.
- C. A member who has missed more than one-third of regular Council meetings during a calendar year and has not requested a leave of absence will be automatically recommended to the CEO for removal from Council membership for non-participation. Council members will be warned in writing when one more absence would lead to this automatic removal for non-participation. The Council may reinstate the member by majority vote in exceptional circumstances, such as the serious illness of the member or his/her partner, parent, or child.

## **Article IV** **Officers**

### **Section 1 – Officer Positions and Eligibility**

The Council shall have five officers: County Health Officer Co-Chair, Community Co-Chair, Vice Chair, Secretary, and County Health Officer.

- A. **Co-Chairs** – The Council shall have two Co-Chairs. One of the two Co-Chairs will at all times be a County Health Officer or his/her designee. This position (Health Officer Co-Chair) shall rotate between Riverside and San Bernardino Counties, with the change occurring biennially on January 1. The other Co-Chair, the Community Co-Chair, shall not come from the same county as the Health Officer Co-Chair, and will be elected from the unaffiliated consumer members, , who are not Health Department employees. The Community Co-Chair cannot continue to hold the position if he or she moves to same county as the Health Officer Co-Chair during the term of office. The Community Co-Chair shall notify the Council of any such move within two weeks of the change in residence. The Community Co-Chair position will change biennially on January 1.
- B. **Vice Chair** – The Council shall have a Vice Chair elected from among the community (non-governmental employee) members of the Council. The Vice Chair will serve as the interim Community Co-Chair in the absence of a Community Co-Chair.
- C. **Secretary** –The Council shall have a Secretary elected from among any of the community (non-governmental employee) members of the Council.
- D. **County Health Officer** – The Health Officer not currently in the Co-Chair position or his/her designee shall be considered an officer of the Council.

### **Section 2 - Duties of Officers**

- A. **Health Officer Co-Chair:** The Health Officer Co-Chair shall:
  - 1. Preside at the first Council meeting of the year. Thereafter the two co-chairs shall alternate in presiding over the meetings. Additionally, in the absence of the Health Officer Co-Chair the Community Co-Chair shall preside at the Council meeting.
  - 2. Serve as primary liaison to and *ex officio* member of the following Council committees with governance responsibilities: the Bylaws Committee, the Evaluation of the Administrative Mechanism Committee, and the Council Development Committee.
  - 3. Serve along with the Community Co-Chair as an official spokesperson for the Council according to these Bylaws and the direction of the Council, representing

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the Council to the Part A RWP, HRSA's HIV/AIDS Bureau as Federal grantor, the media, other interested parties, and the general public.

4. Share with the Community Co-Chair responsibility for directing Council affairs according to these Bylaws and the direction of the Council and San Bernardino County Board of Supervisors.

**B. Community Co-Chair:** The Community Co-Chair shall:

1. Alternate presiding over Council meetings with the Health Officer Co-Chair. Additionally, in the absence of the Community Co-Chair, the Health Officer Co-Chair shall preside over the Council meeting.
2. Share with the Health Officer Co-Chair responsibility for directing Council affairs according to these Bylaws and the direction of the Council and the San Bernardino County Board of Supervisors.
3. Serve as primary liaison to and *ex officio* member of the following committees: the Planning Committee, the Empowerment Committee, and the Continuum of Care Committee.
4. Serve along with the Health Officer Co-Chair as an official spokesperson for the Council according to these Bylaws and the direction of the Council; representing the Council to the Part A RWP, HRSA's HIV/AIDS Bureau as Federal grantor, the media, other interested parties, and the general public.
5. Based on the needs of the Council and with the advice and consent of the other officers, establish *ad hoc* committees.
6. After having been elected Community Co-Chair, appoint committee Chairs, with the advice and consent of the Health Officer Co-Chair and other officers. The Community Co-Chair shall advise the officers in writing of the proposed Chairs. The appointments shall take effect seven (7) days after advice is given, unless the other officers object in writing, in which case the officers will meet to reach agreement. If there is no Community Co-Chair, the existing Committees and Committee Chairs will remain as is into the New Year until a Community Co-Chair is elected to carry out this responsibility.
7. After having been elected Community Co-Chair, appoint committee members, taking into account the preferences of Council members and the recommendations of Committee Chairs, and obtaining the advice and consent of the other officers. The Community Co-Chair shall advise the officers of proposed members in writing. The appointments shall take effect seven (7) days after advice is given, unless the other officers object in writing. If there is no Community Co-Chair, the existing Committees and Committee Chairs will remain as is into the New Year until a Community Co-Chair is elected to carry out this responsibility.
8. At his/her discretion, recommend to the Council the removal of appointed committee Chairs and/or committee members from their appointed positions, subject to review by the Council.

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Both Co-Chairs shall be involved in all communications relative to the duties assigned to the Co-Chairs as described in these Bylaws

**C. Vice Chair:** The Vice Chair shall:

1. Preside over meetings of the Council in the absence of the Health Officer Co-Chair and the Community Co-Chair,
2. Perform duties within the purview of the Community Co-Chair, as delegated by the Community Co-Chair,
3. Act as Interim Community Co-Chair, in case of a vacancy of that position, until a new Community Co-Chair is elected,
4. Act as Parliamentarian during Council meetings. The Vice-Chair may delegate the role of Parliamentarian to another member,
5. Serve as an initial point of contact for individuals and entities with concerns about Council processes that may, if not addressed, lead to grievances, and work with the Co-Chairs and Council Support Staff as appropriate, to resolve them where possible, and
6. If needed a Grievance Committee shall be appointed with the advice and consent of two other officers.

**D. Secretary:** The Secretary shall:

1. Preside over meetings of the Council in the absence of the Co-Chairs and Vice Chair,
2. Work with the Council Development Committee to ensure that all membership processes are completed in a timely manner,
3. Ensure the proper and timely preparation, reporting, and recording of agendas, minutes, meeting attendance, and other Council documents, including notifying the public through various forms of media.
4. Generate routine Council correspondence and approve draft correspondence prepared by the Council Support Staff.

**E. County Health Officer:** The other County Health Officer or designee shall serve as an officer of the Council.

### **Section 3 – Term of Office**

- A. **Term of Office:** All elected officers shall be elected for a two-year term that begins on January 1 and ends on December 31<sup>st</sup> of their second year.
- B. **Vacancies:** In the event of a vacancy, nominations and elections shall be held at the next Council meeting and every meeting thereafter until such vacancy is filled. A minimum of two (2) weeks' notice must be given to members of the vacancy and the need for nominations and an election.

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#### **Section 4 – Nomination and Election of Officers**

A. Nominations: The Council Development Committee (CDC) shall develop a list of nominees for office to be presented at the November Council meeting during an election year, or the next regularly scheduled meeting. The CDC shall nominate one or more candidates for each officer position after fully vetting each candidate including the determination of any conflicts. The Council will also call for nominations from the floor after the CDC nominations are presented after which nominations shall be closed.

B. Elections shall occur at the November Council meeting during an election year, or the next regularly scheduled meeting.

Elections shall require a majority vote of the members in good standing attending the meeting. Voting shall take place by roll call method and be conducted by the Health Officer Co-Chair or the next officiating officer as set forth at Article IV, section 2. After all names have been called, the Health Officer Co-Chair shall ask whether all votes have been cast and whether any member would like to change their vote. At the conclusion of voting, the Health Officer Co-Chair shall count the votes, and announce the results. If a candidate received the required number of votes, the Health Officer Co-Chair shall declare the results from the election and the election of the winning candidate. If no candidate received the votes required, the Health Officer Co-Chair shall announce that no election occurred. The candidate with the fewest votes shall be eliminated and voting shall continue until one candidate receives the required number of votes. Voting may continue until the next Council meeting if subsequent voting does not result in an election. Prior to closing of the polls, each candidate must confirm acceptance of the position to which they were elected.

C. Midterm Vacancies: If an officer resigns during the year, the CDC shall be responsible for recommending a new candidate for that position to fill the unexpired term. The CDC shall make its recommendation to the Council. A new officer may be elected at any regular or special meeting by a majority vote of Council members present.

#### **Section 5 – Resignation of Officers**

Any officer may resign his/her office at any time by giving written notice to the Community Co-Chair. The Community Co-Chair shall provide this written notice to the Vice Chair and the Council Support Staff. Such resignation shall take effect upon the date of receipt or a later date as may be specified in the notice.

#### **Section 6 - Removal of Officers**

An officer may be removed from office by a two-thirds (2/3) vote of the Council members present at a regular meeting or at a special meeting called to address that issue.

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## **Article V** **Committees**

### **Section 1 – Establishment of Committees**

- A. The Council shall have standing committees as well as *ad hoc* committees.
- B. Standing committees shall be established by vote of the Council and made a part of these Bylaws.
- C. *Ad hoc* committees, when deemed necessary, shall be established by the Community Co-Chair, with the advice of the other officers and majority consent.
- D. The membership of a standing committee may not total more than half of the Council membership minus one, and a minimum of five. This subsection shall not apply to the Grievance, Empowerment and Finance Committees.

### **Section 2 – Committee Hierarchy**

Committees make recommendations for action by the full Council. Committees report to the Council, which shall be the decision maker except in specific situations specified in these Bylaws.

Any non-standard or official written communication or information request to the RWP or an outside entity that is initiated by a committee must go through the regular reporting and approval process, as specified above.

### **Section 3 – Standing Committees**

The standing committees shall be the Executive, Evaluation of the Administrative Mechanism, Bylaws, Grievance, Planning, Council Development, Empowerment, Continuum of Care, Standards and Finance Committees. The Council Support Staff shall work with each committee to ensure that the administration and responsibility of each committee is met.

#### **A. Executive Committee**

- 1. The voting membership of the Executive Committee shall comprise the co-chairs of the Council, Vice-Chair, Secretary and committee chairs.
- 2. The Council co-chairs shall serve as the co-chairs of the Executive Committee.
- 3. In an emergency, the Executive committee, by a majority vote, can make decisions on behalf of the Council. Issues constituting an emergency shall include those that may impact service delivery or may have a detrimental impact on Ryan White system of care if not addressed. These may include the need for



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rapid reallocation of funds or the need to respond to emerging HRSA and/or local policy issues/changes or for recommendation for membership.

4. The decision of the Executive committee shall be final.

## **B. Evaluation of Administrative Mechanism Committee**

1. Responsibilities: The responsibilities of the Evaluation of the Administrative Mechanism Committee shall be to:
  - (a) Develop the necessary tools and procedures and oversee the assessment of the efficiency of the administrative mechanism of the RWP (i.e. procurement and contract arrangement), working through and reporting to the Council and
  - (b) Assess the overall performance of the Council and Council activities (i.e. PRSA Data Summit, committee work plans, Council recruitment, Needs Assessment, etc.) and assess staff support and member commitment annually.

## **C. Bylaws Committee**

1. Responsibilities: The responsibilities of the Bylaws Committee, shall include:
  - (a) Periodic review of these Bylaws to ensure that they meet the needs of the Council,
  - (b) Development of proposed amendments to the Bylaws in accordance with Ryan White legislation, HRSA guidelines, and San Bernardino County Board of Supervisors policies,
  - (c) Development of recommendations for changes to the policies and procedures governing Council operations, as needed,
  - (d) Recommendation of changes to the Bylaws, policies, and procedures to the Council, with the full Council responsible for approval,
  - (e) Submission of Council-approved Bylaws and items related to Council mandates to the Board of Supervisors for final review and approval, and
  - (f) Ensure that the Council is kept aware of the review and approval process so that the Council is referencing, using, and basing Council decisions on the most current Board of Supervisor's approved Bylaws.

## **D. Grievance Committee**

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1. Responsibilities: The responsibilities of the Grievance Committee, working through and reporting to the Council, shall include:
  - (a) Serving as the first step in the grievance process, by hearing and where possible resolving grievances against the Council, as specified in the Grievance Policy,
  - (b) Hearing and resolving Code of Conduct complaints, as specified in the Code of Conduct Policy, and
  - (c) Assisting in review of and revisions to both policies as needed.
  
2. Composition:
  - (a) The committee shall be constituted as needed to resolve a grievance.
  - (b) For each grievance, a committee shall be convened consisting of the Vice Chair and two other members appointed by the Vice Chair who have no actual or perceived conflict of interest with regard to the issue being addressed. The Vice Chair shall serve as the Chair of the committee.

## **E. Planning Committee**

1. Responsibilities: The responsibilities of the Planning Committee shall include the following:
  - (a) Taking the lead role in conducting periodic needs assessments for the TGA and reporting this information back to the Council, and overseeing any needs assessment contractors and working collaboratively with the RWP. Specific Activities include:
    - i. Determining the size and demographic characteristics of the individuals with HIV disease within the TGA, including trends in the epidemic, working in collaboration with epidemiologists in the State and County Departments of Public Health to obtain an epidemiologic profile of the TGA,
    - ii. Determining the service needs and gaps of PLWH in the TGA, which includes establishing methods for obtaining information on community needs and priorities,
    - iii. Identifying barriers to care and access among affected subpopulations and historically underserved communities, including

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- individuals with HIV disease who know their status but are not receiving HIV-related medical care,
- iv. Developing a provider inventory,
  - v. Assessing the capacity of the system of care to meet identified needs, through preparing a profile of the capacity and capabilities of providers within the TGA, including the extent to which services are available, accessible, and appropriate to PLWH overall and to specific population groups, and
  - vi. Gathering information about services generally available to consumers (clients) through sources other than those funded by the Council, including data on other funding streams.
- (b) Developing, reviewing, and revising a Comprehensive HIV Services Plan, in collaboration with the RWP, the California State Office of AIDS (if applicable) every three years or as specified by HRSA. Specific activities include:
- i. Developing, reviewing, and revising a Comprehensive HIV Services Plan for the delivery of health care core and support services, using the results of the needs assessment, cost and utilization data, and other information on the continuum of care in the TGA, and working collaboratively with the RWP,
  - ii. Ensuring effective coordination with other HIV/AIDS planning entities and other relevant bodies in the development of the Comprehensive Plan,
  - iii. Developing, reviewing, and revising strategies for overcoming barriers to care, particularly for individuals who know their HIV status but are not receiving HIV-related medical care, and
  - iv. Playing a lead role in coordinating and determining the compatibility of services within the TGA. Compatibility of services refers to a well developed, cohesive, and integrated system of care.
- (c) Monitoring and evaluating progress in implementing the Comprehensive HIV Services Plan,
- (d) Participating in the development of and ensuring that Council actions are consistent with the Statewide Coordinated Statement of Need (SCSN), and
- (e) Establishing and overseeing the process through which the Council determines service priorities and resource allocations for the TGA. Specific activities include;

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- i. Developing, and refining as necessary, a process for the full Council to use in setting priorities and allocating Part A resources for the TGA and in developing directives to the RWP as to how best to meet each priority, based upon the results of the needs assessment, the Comprehensive HIV Services Plan, and other information (data); decisions must be based on documented needs,
- ii. Overseeing the priority setting and resource allocations process each year,
- iii. Planning and coordinating the annual Data Summit (data and information presentation and decision making meeting),
- iv. Recommending a process for ensuring timely and informed reallocation of funds as required during the program year, working with the RWP, and
- v. Reviewing annual written assessments of the priority setting and resource allocations process and recommending to the full Council any needed changes in that process.

2. Composition: At least one third must be PLWH.

## **F. Council Development Committee**

1. Responsibilities: The responsibilities of the Council Development Committee (CDC) shall include:
  - (a) Development and implementation of ongoing recruitment and screening of potential Council members, using an open nominations process approved by the Council, including scheduling candidates for interviews, having present at least two members from the CDC, using a consistent set of questions, and ensuring the confidentiality of personal health information,
  - (b) Recommendation of candidates for Council appointment to the Council and then to the San Bernardino County Board of Supervisors, as terms end and throughout the year, whenever a vacancy occurs,
  - (c) Development and presentation of a slate of candidates for the officer positions, and of candidates to fill any officer vacancies during the term,
  - (d) Orientation and training of Council members,
  - (e) Monitoring of member participation, including attendance at Council and committee meetings,

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- (f) Monitoring to ensure that the Council's membership meets legislative requirements and HRSA standards, is representative of required membership categories, reflective of the epidemic in the TGA, and includes at least one-third (1/3) unaffiliated consumers of Part A services, and
  - (g) Ensuring that PC Support Staff is diligent about reconciling the member roster maintained by the San Bernardino County Clerk of the Board with the roster and any membership information presented to the full Council
2. Composition: At least one (1) member who is a PLWH, and at least one (1) other member who is a person of color.

#### **G. Empowerment Committee**

1. The responsibilities of the Empowerment Committee shall include:
- (a) Fostering awareness of HIV/AIDS and the role/mission of the Council in the communities of the TGA, and support for programs assisting PLWH,
  - (b) Serving as a sounding board and line of communication between the TGA and populations that are historically and newly identified as being underserved,
  - (c) Promoting consumer education about the services available through Part A,
  - (d) Making recommendations to the Council to achieve equitable delivery of high quality, culturally competent services to all eligible consumers, and to improve outreach and services to underserved populations,
  - (e) Making recommendations to the TGA on how to increase its effectiveness at identifying and bringing into care persons who are aware that they are HIV infected but are not in care,
  - (f) Gathering information about and creating awareness of services that are part of the TGA's continuum of care and are available at low or no cost to consumers, but are funded by sources other than Part A, and
  - (g) Supporting the recruitment of qualified members for the Council, and facilitating participation of consumers at all levels.
2. Composition: The Empowerment Committee shall consist of no more than nine Council members. Special efforts shall be made to recruit PLWH, including

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unaffiliated Part A consumers, as members. The Chair must be a member of the Council.

## **H. Continuum of Care Committee**

1. Responsibilities: The responsibilities of the Continuum of Care Committee (COC) shall include:
  - (a) Guiding, coordinating, facilitating, and overseeing the development and strengthening of the TGA's continuum of care,
  - (b) Taking the lead for the Council in the evaluation of Council products and actions including:
    - i. Examining the cost-effectiveness of the services delivered, using cost and utilization data provided for each service category by the RWP as well as outcomes data,
    - ii. Reviewing service category expenditures and program performance and comparing them with Council goals and objectives,
    - iii. Assessing aggregate performance of services,
    - iv. Providing information (input) for the development of the Comprehensive Plan, and
  - (c) Recognizing that clinical quality management (QM) is primarily a RWP responsibility, receiving and using clinical quality management data on a service category level, and working with the RWP to support and learn from the TGA's clinical QM activities,
  - (d) Ensuring coordination in the provision of services with non-Part A programs, including programs for HIV prevention and for the prevention and treatment of substance abuse, and
  - (e) Implementing special projects related to standards and evaluation activities.
2. Composition: The Committee shall ensure diverse participation, including PLWH and other non-providers as well as providers.

## **I. Standards Committee**

1. Responsibilities: The responsibilities of the Standards Committee shall include:
  - (a) Developing and updating service category definitions and standards of care for each service category. Specific activities include:

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- i. Developing and revising, as needed, the Standards of Care for funded service categories, and recommending Client Eligibility Criteria, and Output and Outcome Indicators as part of those standards, so as to be consistent with HRSA Policy and to meet the changing needs of PLWH in the TGA, and
  - ii. Assisting the RWP Staff, as needed, to convene specialized working groups to include experts from specific fields such as HIV-related medical care, mental health, substance abuse, dental care, and medical case management, to provide information for the periodic review and revision of standards.
2. Composition: The Committee shall ensure diverse representation including PLWH and other non-providers as well as providers.

**J. Finance Committee**

1. Responsibilities: The responsibilities of the Finance Committee shall include:
  - (a) Development, in conjunction with Ryan White Program Staff, the annual Council budget. Such budget:
    - i. Shall include the following line items, as indicated in the 2013 HRSA Manual:
      1. Needs Assessment
      2. Council Support Staff
      3. Private mileage reimbursement for consumer members
      4. Any other items for the effective and efficient operation of the Council.
    - ii. Shall be developed during the month immediately following receipt of the annual Notice of Grant Award for the grant year, and approved by the Council at the next scheduled meeting.
    - iii. Shall be developed within the constraints of the Grantee Administrative budget.
  - (b) Reporting, on a quarterly basis, Council expenditures to date and remaining budget.
  - (c) Recommending, based on quarterly reports, any budgetary adjustments necessary to ensure that expenditures are in line with total budget authority.
  - (d) Meeting on a quarterly basis, beginning with the first meeting immediately following receipt of the annual Notice of Grant Award.

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2. Composition: The Finance Committee shall consist of not less than three (3) or more than five (5) members, all of whom must be Council members.

#### **Section 4 – Expectations for Committee Participation by Council Members**

- A. Each Council member, unless exempted, shall serve on at least one (1) standing committee (excluding the Evaluation of the Administrative Mechanism Committee) to serve on during his or her tenure on the Council. State government representatives are exempt from this requirement. Health Officers, Community Co-Chair, and advocacy representative are also exempt.
- B. Committee members are expected to participate in at least two-thirds of regularly scheduled committee meetings during the year. Failure to participate will result in removal as a committee member for non-participation, and may lead to removal as a Council member.
- C. A Council member may choose to serve on more than one committee, but shall be subject to the same participation requirement for each committee on which he/she chooses to serve.
- D. Participation may include physical presence at meeting site, by teleconference or video conference at designated site.

#### **Section 5 – Committee Membership Appointments**

At the beginning of each year (or for new members, upon appointment), the Community Co-Chair will ask Council members to identify their top three committee preferences. Based on a review of those preferences, the need for diversity in committee membership, and other needs of the Council, the Community Co-Chair will appoint members to committees, with the advice and consent of the other officers.

#### **Section 6 – Committee Chairs**

- A. **Eligibility** -- All committees shall be chaired by a Council member.
- B. **Appointment** – Committee chairs shall be appointed by the Community Co-Chair with the advice and consent of the other officers. If a standing committee or *ad hoc* committee chair resigns during the year, the Community Co-Chair shall appoint a new chair with the advice and consent of the other officers.
- C. **Terms of Office** – All standing committee chairs shall hold office from January 1, or any later time of appointment, until December 31 of their second year.

#### **Section 7 – Resignation of Committee Chairs**

Any committee chair may resign his/her office at any time by giving written notice to the Community Co-Chair. The Community Co-Chair shall provide this written notice to the Council Support Staff. Such resignation shall take effect upon the date of receipt or a later date as may be specified in the notice.



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### **Section 8 – Removal of Committee Chairs and Committee Members**

Committee chairs and/or committee members may be removed from their appointed positions by the Community Co-Chair, at his/her discretion, subject to review by the Council.

### **Section 9 - Committee Procedures and Reports**

- A. Each standing committee shall develop, adopt, and follow a set of procedures, so as to conduct its business in an orderly and fair manner. Committee policies and procedures shall be kept on file in the Council's main office.
- B. Each standing committee or *ad hoc* committee shall make timely reports to the Council at its regular meetings. The committee chair or his/her representative may make the presentation for the committee it oversees. The agenda shall provide for committee reports at all regular meetings, unless other demands make this unfeasible.

## **Article VI** **Meetings**

### **Section 1 – Public Notice of Meetings**

The agenda for each regular or special Council meeting and standing committee meeting shall be posted at least 72 hours prior to the meeting in an area accessible to the public. Members may be notified of the meeting by regular postal service, overnight mail, or electronic mail.

### **Section 2 – Council and Committee Agendas**

The Council and each standing committee shall provide an agenda, which shall be included in the public notice. The order of business shall follow the agenda unless a simple majority of the committee shall vote to change the order of the business. Agenda topics may not be changed without prior notice except in emergency situations, or where a need for immediate action comes to the attention of the body after posting of the agenda.

### **Section 3 – Council Meeting Frequency, Locations, and Accessibility**

- A. The Council shall hold a minimum of five meetings annually to carry out its legislatively mandated responsibilities.
- B. Additional meetings may be called as needed, by the Health Officer Co-Chair, the Community Co-Chair, or a simple majority (50% plus one) of the Council members, and shall be held at such times as may be determined.
- C. Whenever possible, at each Council meeting, the date and time of the next Council meeting shall be established.
- D. All meetings shall be held in locations that are accessible to the public and to disabled individuals. Persons needing additional assistance to participate in

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meetings of the Council as a result of a disability shall be accommodated whenever possible and with 72 hours advance notice.

- E. All Council meetings will be staffed by Council Support Staff, and minutes will be available for inspection. Council Support Staff will arrange to copy minutes for members of the public upon request.
- F. Persons in need of interpretation into languages other than English will be accommodated whenever possible and with 72 hours advance notice.

#### **Section 4 – Quorum**

A quorum shall be defined as a simple majority (50% plus one) of the total number of members of the Council or standing committee.

#### **Section 5 – Participation by Council Members in Committee Meetings**

Any Council member may attend and speak during Committee meetings. However, only committee members shall be counted for purposes of determining a quorum, allowed to offer motions, and allowed to vote in committees. The Committee Chair may, at his/her discretion, limit discussion by non-members as needed to move the agenda.

#### **Section 6 – Robert’s Rules of Order**

*Robert’s Rules of Order* shall be used in making, debating and ruling on motions. However, in committee meetings discussions may be less formal as long as each person waits to be recognized by the Chair. Recommendations being brought forth from committees should receive a majority vote of the committee members. Where there is inconsistency between *Robert’s Rules of Order* and these Bylaws, the Bylaws shall have precedence.

#### **Section 7 – Voting**

- A. **Voting Rights:** Only CEO-appointed Council members in good standing may vote at Council meetings. All committee members may vote at committee meetings. A member in good standing is a member of the Council who has met membership requirements and committee requirements, has a current Form 700, a Commitment Statement, and a bi-annual ethics training on file and has met any other requirements mandated by State or Federal law.
- B. **Majority Vote:** While the Council and standing committees shall strive for consensus, actions taken by these bodies shall be determined by a simple majority vote of the actual voting committee members in attendance except as otherwise specified in these Bylaws. An abstention does not constitute a “vote” and will not be counted for purposes of a majority vote.
- C. **Secret Ballots:** No secret ballots are permitted.

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**D. Voting by the Chair:** In all votes of the Council and its committees, the presiding Chair shall not vote, except to break a tie, or when fewer than three (3) members of a committee are present. In these situations, the presiding Chair shall vote.

### **Section 8 – Special Meetings**

- A. **Purposes of Special Meetings:** A Special meeting may be called for a specific purpose.
- B. **Calling Special Meetings:** Special meetings of the Council may be called by the Health Officer Co-Chair, Community Co-Chair, or a simple majority (50% plus one) of Council members. Special meetings of committees may be called by the Committee Chair or by a majority of the committee members. The RWP representative may ask either Co-Chair of the Council to schedule a Special Meeting of the Council or a committee based on an identified need for immediate action.
- C. **Meeting Notice:** Written notice of special meetings shall be provided to members and shall include the time and place of the meeting and a proposed agenda. Such meetings require at least 24 hours advance notice. Media outlets must receive a brief general description of matters to be considered or discussed at the meeting.
- D. **Location or Method:** A special meeting shall be conducted at the time and place listed in the written notice. Council meetings may be carried out by telephone conference call only under special conditions that meet Brown Act requirements for public access. Only those matters set forth in the written notice may be considered at the special meeting.
- E. **Procedures:** The same policies and procedures shall apply at special meetings as at regular Council or committee meetings.

### **Section 9 – Right of Public to Attend and Speak at Meetings**

- A. Council and standing committee meetings shall be open to the public.
- B. Members of the public may speak on issues related to Council business that are consistent with the Council purpose, at each regularly scheduled Council or committee meeting, during the Public Comment portion(s) of the agenda. Such presentations may be subject to time limitations.
- C. The Public Comment period will normally be at the beginning of a meeting when decisions are planned, since the public must have a right to speak on a pending issue before or during the discussion of that issue.
- D. With regard to public comment, no action or discussion will be taken by the Council or a committee on any item not on the agenda. The Public should be directed to submit questions in writing to the Council Support Staff who can then submit those to the Council or the appropriate committee.

### **Section 10 – Minutes**

- A. Minutes shall be kept of each Council meeting and each meeting of a standing committee.

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- B. Council Support Staff shall prepare the minutes from each meeting.
- C. Minutes shall be available prior to the next scheduled meeting, to allow for Council review and committee approval.
- D. Once the Council has approved its own minutes from the prior meeting, a copy of these minutes shall be certified by the Secretary.
- E. Each committee approves its own minutes, but the minutes are also made available to the Council for information sharing.
- F. Minutes are public documents and shall be made available on the Council’s website.

## **Article VII**

### **General Provisions**

#### **Section 1 – Non-Discrimination**

The officers, members, and staff of the Council shall be selected entirely on a non-discriminatory basis with respect to age, gender, race, ethnicity, religion, disability, sexual orientation, or national origin, except as may be necessary to comply with applicable statutes, regulatory requirements, and these Bylaws.

For members, these include the requirement that the membership be representative of required categories and that the overall membership and the unaffiliated consumer membership both be reflective of the demographics of the population with HIV and AIDS in the TGA.

#### **Section 2 – Memorandum of Understanding**

The relationship between the Council the Planning Council Support staff and the Ryan White Part A Grantee (San Bernardino County Public Health and its RWP office) shall be governed by a Memorandum of Understanding (MOU) between the three parties; the MOU shall delineate their respective roles and the duties and responsibilities they share, as well as communications mechanisms. The MOU will be reviewed annually by the Council and Council Staff, in consultation with the RWP Staff and San Bernardino County Public Health.

#### **Section 3 – Severability**

In the event that any provision in these Bylaws is determined to be unlawful or in violation of County or HRSA requirements, it shall be severed and deemed null and void. This shall not impair the validity of the remaining provisions of these Bylaws.

## **Article VIII**

### **Conflict of Interest**

#### **Section 1 – Definition of Conflict of Interest**

- A. Conflict of interest is defined as an actual or perceived interest by a Council member in an action that results or has the appearance of resulting in personal, organizational, or professional gain. A Council member shall be deemed to have a conflict of interest if the member, and/or the member's relative is a director, trustee, member, or paid employee of, or has a financial interest in any entity seeking funding or providing services funded under Part A of the Ryan White Legislation as amended. For the purposes of these Bylaws, a relative is the spouse, child, grandchild, parent, grandparent, brother or sister of their spouses and the parent, brother, sister or child of a spouse of a Council member. Unmarried domestic partners of Council members are regarded in the same manner as a spouse.
- B. Conflict of interest generally does not refer to persons living with HIV disease whose sole relationship to a Part A service provider is as a client receiving services or serving as an uncompensated volunteer working fewer than 30 hours per week.

#### **Section 2 – Service Providers**

Service provider members of the Council shall state the name of the organization the individual represents at every Council or Committee meeting. Service provider members shall abstain from votes that would appear to result in an actual or perceived personal, professional, or organizational gain. Service provider members may respond to specific questions asked about a service category in which the individual's organization provides services, but the service provider may not initiate such questions. A service provider for the purposes of these Bylaws is an agency providing Part A funded services or is anticipating applying for Part A funds.

#### **Section 3 – Disclosure of Conflict of Interest**

- A. It is the responsibility of the member to complete, sign, and date the "*Conflicts of Interest (COI) Declaration and Agreement to Abide by COI Policy*" form and the Form 700 and submit these to the Council Support Staff by January 31<sup>st</sup> of each year.
- B. It is the responsibility of each Council member and their fellow Council members to determine whether a conflict of interest exists. If a member's conflicts change, he/she must announce the change at meetings as soon as it occurs, and resubmit this form with the changes within two weeks.

#### **Section 4 – Ethics Orientation**

- A. Pursuant to California Government Code § 11146, members must complete an ethics orientation within thirty (30) days of the member's appointment to the Council.

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Thereafter, members are required to complete such ethics course required by the Council every two (2) years.

B. Council Support Staff shall maintain records of each member's ethics orientation.

### **Section 5 – Member Responsibility**

A member with a conflict of interest with an agenda item must so declare before the discussion of the item begins at a meeting; the declaration must be recorded in the minutes of the meeting. The member must then refrain from participation in the discussion of and any voting related to this agenda item but may respond to specific questions asked about a service category. In the event the responsible member does not refrain from participation, the Chair of the Council meeting is to remind the responsible member to do so, before the Council addresses such matter. Any unresolved complaints will be referred to the Co-Chairs for further discussion and resolution.

### **Section 6 – Violations of Conflict of Interest**

Council members found to be in violation of the Council's Conflict of Interest Policy may be subject to disciplinary action. Disciplinary action under this Section shall include, but not be limited to, the following:

- A. Enforcement of the requirement that the member refrain from any participation in the discussion of and/or the voting on a particular service category by Chair of the meeting,
- B. Removal of the member from a committee membership by the Community Co-Chair, and/or
- C. Recommendation by the Council to the San Bernardino County Board of Supervisors for removal of the member from Council membership.

### **Section 7 – Conflict of Interest Complaints**

If any member believes another member has a Conflict of Interest and the Member with the Conflict of Interest does not voluntarily agree to accept the responsibilities of a member with a Conflict of Interest, the Council shall take the following action to resolve the member's complaint:

- A. The complaining member must first direct any concern to either Co-Chair prior to discussion or vote of any agenda item;
- B. Upon receipt of a verbal or written request to review a potential Conflict of Interest, the Co-Chairs shall review the matter and make a recommendation to the Council;
- C. If it is determined that a conflicted member participated in an action/decision, the Council will be notified of the violation of the Conflict of Interest policy, and the

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decision will be returned to the Council for rectification. In addition, the Co-Chairs will be requested to take disciplinary action against the member in violation of the policy.

### **Section 8 – Limitations on Directives to the RWP**

The Council may choose to provide guidance to the RWP on how best to meet the service priorities established by the Council. These directives will typically address such matters as the types of organizations and service delivery mechanisms, geographic considerations, target populations and/or the identity of particular state or local government programs that the Council feels best meet the needs of the people living with HIV/AIDS. However, the Council shall not discuss specific organizations or describe a type of organization so narrowly as to limit provider eligibility and prevent a competitive procurement process.

## **ARTICLE IX** **Code of Conduct**

### **Section 1 – Purpose**

The Council will establish and each member of the Council will sign the Code of Conduct, which will describe the behavior expected of all Council members at all meetings and activities associated with the work of the Council. The Council as a whole will discuss the Code of Conduct at the beginning of each program year. Each member will receive a copy; the original will be placed in the member's personal file.

The purpose of the Code of Conduct is to ensure appropriate behavior at Council and committee meetings and to protect all members and public participants, and the business of the Council, from inappropriate and disruptive behavior.

### **Section 2 – Applicability**

The Code of Conduct applies to all Council members.

### **Section 3 – Code of Conduct during Meetings**

Council members and all aforementioned individuals will follow these ground rules in all meetings:

- A. Conduct themselves in a professional and courteous manner at all times.
- B. Follow the laws and regulations governing San Bernardino County boards and commissions and the Council's policies and procedures, including these Bylaws.
- C. Follow the Council's conflict of interest policies, assist the chair of the meeting in ensuring that they are consistently followed, and conduct themselves in a manner that prevents perceived as well as actual conflicts of interest.

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- D. Address others with respect – as an intelligent person having a right to be a part of discussions and decision making, so that all Council and committee members have the opportunity to speak and to be listened to, without interruption.
- E. Follow any additional procedures for discussion that may be set by the chair of the meeting, such as limiting the length of individual presentations and setting reasonable time limits on debate. The Council's Vice Chair will serve as parliamentarian in Council meetings, and a timekeeper may be selected to assist with this process.
- F. Recognize the authority and follow the direction of the chair of the meeting. Do not disrupt a meeting or encourage or assist members of the public to do so.
- G. Cooperate with the agreed-upon decision-making process -- whether majority rule, some form of super majority (e.g., two-thirds vote), or consensus, etc. Unless otherwise determined, decision making will be by majority vote, or by super majority where required by Bylaws.
- H. State disagreements about issues, without engaging in personal attacks.
- I. Adhere to and support decisions made in the agreed upon manner, regardless of their personal position.
- J. Maintain confidentiality as specified in these Bylaws.
- K. Serve as both an advocate and a planner, recognizing both their responsibility to present the concerns of specific communities or population groups, and their responsibility to make decisions that are data-based and reflect the overall needs of people living with HIV disease in the TGA.
- L. Act on behalf of all PLWH in the TGA, not to benefit themselves.
- M. Neither ask questions, request information, nor make comments about individual Part A provider agencies. Dealing with specific providers involves procurement and contract management and is the responsibility of the RWP. Members may request information about performance and expenditures related to a service category, regardless of the number of providers in that category.
- N. If members feel they cannot support the mission, goals, strategies, programs, and/or leadership of the Council and committees as agreed upon by the members, these members should resign or decline involvement.
- O. Take responsibility not only for abiding by these ground rules personally, but also for speaking out to assure that all participants abide by them.

#### **Section 4 – Expected Conduct by Members of the Public**

The following is expected conduct by members of the public who attend Council or committee meetings:

- A. Members of the public are encouraged to attend Council and committee meetings and to speak during Public Comment periods. They have the right to express their opinions about an issue before the Council or committee makes a decision about that issue, but normally are not permitted to participate in the debate. This includes



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posing questions and waiting for responses to initiate dialogues with the Council during Public Comment period.

- B. They are expected to treat members and other guests with courtesy and respect at all times.
- C. When speaking, they are expected to follow any specified time limitations and to recognize the authority and follow the direction of the chair of the meeting.
- D. They may not speak during the meeting except during Public Comment periods, unless requested to do so by the Chair.
- E. They should recognize that the Council has no role in procurement or in monitoring the performance of specific Part A providers, and that concerns related to services provided by specific agencies should be addressed to the RWP.
- F. These expectations shall be posted in meeting space and the public shall be reminded of them as necessary.

### **Section 5 – Confidentiality**

- A. The Council represents a very diverse area with people with very diverse backgrounds. For some people, disclosure of personal information can have a devastating effect. Therefore, the Code of Conduct requires Council members and committee members to maintain appropriate confidentiality.
- B. Members shall comply with federal, state, and local laws and regulations governing confidentiality of medical, personnel, and other information required in the course of their official duties.
- C. The Council shall take appropriate steps at meetings and in preparation of written materials to guard against disclosure of personal information that would constitute an invasion of privacy.
- D. Members shall maintain discretion regarding personal information they acquire through their Council relationships and activities. No Council member may disclose the HIV status of a Council member who is not publicly disclosed, or the medical status of any Council member.

### **Section 6 – Representation/Communications**

Except as explicitly detailed in these Bylaws, the only authorized representatives of the Council are the Health Officer Co-Chair and the Community Co-Chair.

- A. The Health Officer Co-Chair and/or the Community Co-Chair may represent the Council in public. This includes representation to the press, public, and in any situation where the official input of the Council is warranted.
- B. Committee Chairs may represent their committee only, and only to other members of the Council.
- C. Other members shall represent only themselves, unless properly authorized by the Council or a committee to represent the Council or the Committee, respectively.

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1. A member of the Council may be authorized to represent the Council and conduct Council business. Such authorization shall be in writing by both Co-Chairs of the Council or by vote of the Council. In the absence of such authority, a member shall not act or speak on behalf of the Council nor conduct Council business.
2. Written authorization for a member to represent the Council must indicate: (a) the name of the member authorized to act; (b) the specific situation in which the member is authorized to represent the Council; (c) a start and end date for this designation; (d) the parties to whom the member is authorized to speak; and, (e) a statement indicating that the Council is authorizing the action.
3. In situations where members of the Council have been sent to represent the Council and neither the Health Officer Co-Chair nor the Community Co-Chair is present, members may acknowledge they represent the Council, but are prohibited from voicing any opinion or setting any policy for the Council that is beyond the scope of their authorization by the Council.

## **Section 7 – Sanctions**

### **A. Council or Committee Members**

The Community Co-Chair may recommend involuntary removal of members to the full Council for approval and the Chief Elected Official for any of the following reasons:

1. When a Council or committee member violates this Code of Conduct in a meeting, the individual chairing the meeting is expected to inform him/her that the behavior is unacceptable. Others in attendance are expected to support the chair in maintaining adherence to the Code of Conduct. If inappropriate behavior continues and will in the view of the chair lead to disruption of the process, the chair may ask the offending party to leave the meeting. Prior to removing the individual, the chair of the meeting shall state on the record the reason for removal.
2. If a member of the Council repeatedly violates the Code of Conduct in committee meetings, or repeatedly violates Confidentiality or Representation policies, the Community Co-Chair may remove this individual as a committee member with the approval of a majority of the Council.
3. If a Council member continues to violate the Code of Conduct in Council meetings or as a member of a different committee, he/she may be recommended to the CEO for removal by vote of a majority of the Council members at any regular or special meeting.
- 4.
- 5 Conduct or behavior in office that has a negative impact on the integrity of or the community's confidence in the Council including, but not limited to: conflict of interest violations; new conviction of illegal behavior or crime of moral turpitude; malfeasance;

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making repeated unsubstantiated allegations under this section; repeated engagement in disruptive behavior, as defined by the rules of respectful Engagement, with Council members, Support Staff, or invited presenters; or other conduct that violates the Bylaws or established Policies and Procedures adopted by the Planning Council.

If the individual feels that he/she has been treated unfairly, he/she may express this concern to the Council, which will attempt to resolve the situation informally before resorting to involuntary removal.

**B. Members of the Public**

Any member of the public who fails to follow these guidelines or repeatedly engages in disrespectful or disruptive behavior, will be warned, and then if the behavior persists, will be asked by the chair to leave the meeting. Prior to removing the individual, the chair of the meeting shall state on the record the reason for removal. Members shall support the removal decision.

## **Article X** **Amendments and Related Provisions**

### **Section 1 - Amendments Process**

The Council shall conduct a Bylaws review on a scheduled basis once a year. Other recommendation to the San Bernardino County Board of Supervisors for amendments will be considered only if an immediate and compelling need is identified.

- A. Amendments to these Bylaws may be recommended for adoption at a properly constituted meeting by a vote of sixty percent (60%) of the Council members then in office.
- B. Bylaws and procedures must fit the policies established by the County of San Bernardino for boards and commissions as well as meeting Ryan White legislation requirements.
- C. Copies of proposed amendments shall be sent to all members of the Council at least ten (10) days prior to the meeting at which such amendments are to be considered.
- D. Amendments to the Bylaws shall be presented up to and through final Council review.

### **Section 2 – Bylaws Review and Approval**

- A. These Bylaws and any amendments to them require the review and approval of the Department of Public Health and County Counsel to ensure compliance with local and Federal requirements and review and approval by the County Board of Supervisors. In addition, the TGA's HRSA Project Officer has the authority to review the Bylaws to ensure compliance with Ryan White legislation and HRSA regulations.

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- B. Within ten (10) business days following any recommended substantive amendment to these Bylaws, the Council Support Staff will submit copies of the Bylaws, with the proposed amendments, to the Department of Public Health, for submission to County Counsel and the Board of Supervisors and to the HRSA Project Officer.
- C. Bylaws amendments will become effective only after they are adopted by the Board of Supervisors.

### **Section 3 – Copies of Bylaws**

- A. The Council Support Staff and the RWP shall keep updated copies of the Council Bylaws.
- B. Council Support Staff shall distribute the most current version to new Council members as part of their orientation package.
- C. Copies of the Bylaws will be made available to the public upon request.

## **Article XI** **Grievance Procedures**

### **Section 1 – Legislative Requirements**

Ryan White legislation, 42 USC §300ff-12(b)(6), et seq, requires Planning Councils to develop procedures for addressing grievances with respect to funding, including procedures for submitting grievances that cannot be resolved to binding arbitration. The legislation requires that these procedures be described in the Bylaws of the Council and be consistent with model grievance procedures developed by HRSA. HRSA expects Council and RWP grievance procedures to be coordinated.

### **Section 2 – Purpose**

The Council's grievance policy is designed to provide a process that:

- A. Enables eligible individuals or entities to exercise their rights to file an informal or formal grievance with regard to specific Council policies and procedures and their implementation with respect to the Priority Setting and Resource Allocation,
- B. Prevents avoidable grievances and resolves complaints at the informal level whenever possible,
- C. Ensures that each grievance is addressed and resolved fairly, quickly, and
- D. Meets HRSA requirements and represents sound practice for a TGA.
- E. Any other concerns related to the PRSA should be referred to the Council Development Committee.

### **Section 3 – Who May File a Grievance**

Entities and individuals within the TGA who are directly affected by the outcome of a decision related to the Priority Setting and Resource Allocation policies and processes (“grievant”) are eligible to file a grievance. This may include:

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- A. Providers eligible to receive Ryan White HIV/AIDS program funding;
- B. Consumer groups and PLWH caucuses, and
- C. Individual PLWH who are eligible to receive Ryan White services.

#### **Section 4 – Eligible Grievances**

Eligible grievances pertain only to the processing or establishing of priorities, allocating funds to those priorities, and any subsequent process to change the priorities or allocations. Directly affected parties may file a grievance with regard to either of the following:

- A. Deviations from the Council’s established, written priority setting or resource allocation process and related policies, and
- B. Deviations from an established, written process for any subsequent changes to priorities or allocations.

Information Requests: If an individual wishes to request information concerning Council process, Council decisions, or outcomes of Council decisions, the individual must use the County of San Bernardino’s request for information process and not this Bylaws’ Grievance Procedure. If a grievance is submitted in which any information is requested, it will not be accepted as a Grievance but will be treated as a Public Records request and forwarded to the appropriate personnel.

#### **Section 5 – Prospective Implementation of Settlements**

Any settlement reached through mediation or arbitration shall involve prospective (future) change. It shall not require reversal of priorities or categorical allocations made during the process that is being grieved. For example, if a mediation or arbitration agreement specifies that a Council policy, process, or procedure should be revised, the revision shall be made and then applied in future decision making.

#### **Section 6 – Dispute Prevention**

- A. The Council recognizes that the best way to deal with grievances is to prevent them. The Council shall make all reasonable efforts to prevent circumstances or situations regarding the priority setting or resource allocation processes that could give rise to a grievance.
- B. Prevention efforts shall include at least the following:
  - 1. Annual review and updating of priority setting and resource allocations (PSRA) procedures and related policies and procedures.
  - 2. Use of clear written PSRA and related policies that describe how decisions are made and are available to both Council members and affected parties.
  - 3. Training for new Council members and refresher training for all Council members prior to the PSRA process each year, to ensure that they understand and are prepared to follow PSRA and other Council policies and procedures.

4. Presentation of the process at the beginning of the PSRA or reallocations process, along with related policies, especially Conflict of Interest, to ensure understanding of how they apply to and during the process.
5. Identification at the beginning of the process of those Council members that have met any training or data presentation participation requirements and are eligible to participate in the decision-making process, and exclusion of any members who have not met these requirements.
6. Clear instructions to Council members to ensure that if, during the PSRA or other decision-making process, they believe adopted policies and procedure are not being followed; they respectfully but immediately bring their concern to the attention of a Co-Chair or other officer.
7. Specific opportunities for interested parties to provide feedback on ways the decision-making process can be improved in future years.

### **Section 7 – Informal Grievance Process**

- A. When potential grievances arise, first steps shall involve informal conflict resolution efforts before the concern becomes a grievance. When a grievance is filed, the initial approach will be non-binding negotiations. For cases that cannot be resolved in this manner, subsequent steps shall be undertaken, with binding arbitration as a last resort.
- B. Efforts to prevent formal grievances shall include the following:
  1. The Vice Chair shall serve as the Council's designated point of contact for a grievant with an eligible grievance as defined at section 5 above. A grievant that appears to have standing to file a grievance and has concerns regarding adherence to established, written processes that are covered by these grievance procedures shall be encouraged to express these concerns to the Vice Chair directly or through the Council Support Staff at the earliest opportunity. In order for the informal process to have time to work, the contact must be made within ten (10) business days after the disputed situation occurred.
  2. In any situation where the Vice Chair has a real or perceived conflict of interest or inability to play a neutral role, the Community Co-Chair will appoint another Officer or Committee Chair without such a conflict to handle that situation.
  3. The Vice Chair will log all such contacts and discussions, recording the date, affected party name and contact information, summary of grievance, and the date of the event that led to the grievance.
  4. The Vice Chair shall meet with the grievant to review the expressed grievance. The discussion will occur within five (5) business days after the grievance is brought to the Vice Chair or Council Support Staff. The Vice Chair or Council Support Staff will explain the procedures used and the rationale for the decision in question, and will provide other information as appropriate. The Vice Chair may involve the Co-Chairs or other officers as needed. Where possible, the grievance will be resolved through this discussion. The Vice Chair may not make

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commitments on behalf of the Council, but may agree to bring the grievance to the Council or the appropriate committee and will summarize the discussion in writing and provide the report to the Co-Chairs and to Council Support Staff for the files.

5. If these efforts do not resolve the grievance, the Vice Chair will ensure that the grievant receives written information about the grievance process, timeframes, and how to file a formal grievance.

### **Section 8 – Overview of Formal Grievance Process**

Formal grievances will be handled through the following steps, each of which may lead to a resolution. If that step is not successful, the grievant may move to the next step.

The steps are as follows:

- A. An internal review of the grievance and grievant to determine whether the grievance and grievant have standing under these procedures,
- B. An internal hearing to explore the facts and seek resolution,
- C. Non-binding mediation, and
- D. Binding arbitration.

### **Section 9 – Filing a Grievance**

- A. The grievant must submit a written Grievance Intake Form within twenty (20) business days after the event on which the grievance is based. If no Grievance Intake Form is submitted within this period, the grievant will lose the right to file a grievance.
- B. The completed form may be submitted to the Council Support Staff office by U.S. mail with return receipt requested, electronic mail (with electronic signature), fax, or personal delivery during normal business hours.
- C. Council Support Staff will log in the grievance, and within three (3) business days after receipt will inform the grievant that the grievance has been received and provide a written summary of the grievance process, including steps, forms, and timelines.
- D. Council Support Staff will provide copies of the grievance to the Co-Chairs and the Vice Chair within three (3) business days after receipt.

### **Section 10 – Determination of Standing**

- A. Upon receipt of a grievance the Grievance Committee shall be convened as specified at Article XI, section 1 above. Within five (5) business days of receiving the grievance, the Grievance Committee shall determine whether the grievant or grievance have standing.
- B. Conflict of Interest provisions shall apply to selection of the Grievance Committee.
- C. The grievant will be informed of the decision within two (2) business days after the decision about standing is made.

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1. If the grievance is rejected, the letter must explain the reasons for the rejection and inform the grievant that he/she has ten (10) business days after the date of the letter of rejection to contact Council Support Staff to appeal the decision. If no appeal is filed, the grievant is not entitled to further participation in the grievance process.
2. If an appeal is filed, it will be heard by a majority of the Council officers, and their decision as to standing shall be final. The officers have ten (10) business days to reach a decision on standing.

### **Section 11 – Internal Review and Hearing**

- A. If a grievance and grievant are found to have standing, the committee shall conduct a review of the circumstances and information available regarding the grievance and in most cases schedule a meeting at which the grievant shall have the opportunity to provide additional information and answer questions posed by the panel as input to their decision making. The committee will typically make its decision regarding the grievance and how it should be resolved immediately after the meeting with the grievant. This meeting and decision making shall occur within ten (10) business days after formation of the committee.
- B. The Vice Chair shall arrange for staff to send the recommended resolution to the grievant, by certified mail, within three (3) business days after the date of the review.
- C. If the grievant finds the report satisfactory, the grievant will indicate acceptance by signing one copy of the report and returning it to the staff.
- D. If the grievance is denied or if the grievant is not satisfied with the resolution in the report, the grievant may request formal non-binding mediation.

### **Section 12– Non-Binding Mediation**

- A. The grievant shall have ten (10) business days from the date of receipt of the written report from the committee to request mediation, using a Request for Non-Binding Mediation Form. The form may be delivered to the Council Support Staff office via U.S. mail, return receipt requested, electronic mail (with electronic signature), fax, or personal delivery during normal business hours.
- B. If the Council Support Staff does not receive a Request for Non-Binding Mediation Form from the grievant within ten (10) business days, the grievant will waive all further rights to grieve the issue and all associated issues.
- C. Council Support Staff shall log in the request for mediation, and within three (3) business days after receipt, inform the grievant that the request has been received.
- D. The Council shall seek a mediator with the assistance of the Council Support Staff. Within five (5) business days after receipt of the request for mediation, the Council Support Staff shall provide the grievant the name of a neutral person who is skilled in mediation and lives in the TGA. This neutral person shall not have been involved with the decision that is the subject of the grievance and shall have no direct interest in the outcome of the grievance process. The grievant and the Council shall both



have the opportunity to request a different mediator if the grievant or anyone involved in the prior review of the grievance is acquainted with the mediator or feels he/she is not neutral. Any objection to the mediator must be received within five (5) days of receipt of the name. If no objection is received, the grievant waives his/her right to challenge the mediator.

- E. Upon appointment, the mediator shall, within five (5) business days, contact the grievant and Vice Chair and agree on a day, time, and location of the initial mediation meeting. The Vice Chair may represent the Council or may ask another member of the review panel to represent the Council in the mediation. The mediation meeting shall be scheduled within ten (10) business days after this first contact by the mediator. The mediator shall review the written report and other information on the circumstances and information available regarding the grievance. The mediator may ask the two parties each to provide a brief memorandum setting forth its position with regard to the issue(s) that need to be resolved. The mediator may share the memorandum with the other party with the consent of the party that prepared the memorandum.
- F. The mediator will facilitate a meeting between the parties to assist them in obtaining a resolution of the grievance. If the grievance is resolved, the mediator will prepare, a statement of resolution which shall be provided to the grievant and Council within five (5) business days after the mediation meeting. The statement of resolution shall be presented for approval at the next council meeting. If necessary a special meeting shall be called to address the resolution.
- G. If the mediator is unable to help the parties reach resolution or determines that an impasse has been reached, both parties will be so informed in writing. The written statement of impasse will be provided to the grievant and Council within five (5) business days after the mediation meeting.
- H. At this point either party may request binding arbitration, with the understanding that the decision of the arbitrator will be final and binding on both parties.

### **Section 13 – Binding Arbitration**

- A. The grievant may submit a Request for Binding Arbitration to the Council Support Staff. The completed form must be received by Council Support Staff within ten (10) business days after the mediation ends. It may be submitted to the Council Support Staff office in writing via U.S. mail, return receipt requested, electronic mail (with electronic signature), fax, or personal delivery during normal business hours. If the Council Support Staff does not receive a written form requesting arbitration from the grievant within the specified period, the grievant will waive all further rights to grieve the situation.
- B. Council Support Staff shall log in the request for arbitration, and, within two (2) business days after receipt, shall inform the grievant and the Vice Chair that the request has been received.

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San Bernardino County Counsel Review:  
Ryan White Program Review of Revisions and Recommendations:  
IEHPC Planning Council Approved:  
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03/07/17  
04/27/17  
06/13/17

- C. Council Support Staff shall request a neutral arbitrator through the American Arbitration Association (AAA), and the arbitration will be in accordance with the standards of the AAA. The AAA will provide the name of a disinterested person who is skilled in the process of arbitration to the Vice Chair or designee and grievant within ten (10) business days after the Request for Binding Arbitration Form is received. This neutral person shall have had no involvement in the process that is the subject of the grievance nor will he/she have any direct interest in the outcome of the grievance process. The grievant and the Council representative shall each approve the arbitrator or request a different arbitrator if the grievant or Council representative is acquainted with the arbitrator or questions his/her selection.
- D. Once the arbitrator has been accepted by both parties, he/she shall within three (3) business days contact the grievant and Vice Chair or designee and agree on the date, time, and location for an arbitration meeting. A meeting will be scheduled within fifteen (15) business days.
- E. The arbitrator will review correspondence, records, or documentation related to the process that is the subject of the grievance, including materials from the mediator. The arbitrator may ask the two parties to provide additional information related to the grievance.
- F. Within seven (7) business days after the arbitration meeting, the arbitrator will deliver to the grievant and the Council an arbitration summary and decision, signed by the arbitrator. This decision will resolve the grievance.
- G. Within three (3) business days of receipt of the arbitrator's decision, all parties shall be required to sign one copy of the decision, which shall be binding on both parties.

#### **Section 14 – Costs**

The costs for grievances shall be as follows:

- A. There shall be no cost for an informal discussion or for the internal review process.
- B. A fee of \$50 shall be charged for filing a Request for Non-Binding Mediation, to contribute to the cost of mediation.
- C. A fee of \$100 will be charged for filing a Request for Binding Arbitration, to contribute to the cost of arbitration.
- D. In exceptional circumstances, the Council may waive either or both fees.
- E. Both parties will be responsible for costs related to their own participation in the grievance resolution process, including costs related to any witnesses or documents they choose to bring forward.

#### **Section 15 – Council Action Following Resolution of Grievances**

Following any agreement reached regarding a grievance against the Council, the Vice Chair shall report to the Council regarding the nature of the grievance and the settlement. This shall include clarifying whether the agreement was made through internal dispute resolution efforts, mediation, or binding arbitration. Focus will be on ensuring an understanding of the terms of the agreement and the required or desirable

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actions to be taken by the Council to fully meet these terms and to avoid similar situations in the future. The Council will take action to ensure clear responsibility for ensuring that all provisions of the agreement are met within a specified time period.

## **Section 16 – Confidentiality and Protections**

### **A. Confidentiality:**

1. Mediators and arbitrators shall not divulge personal confidential information disclosed to them by the parties during mediation or arbitration, or share related records, reports, or other documents received, except that the mediator may provide such information to the arbitrator.
2. The Council grievance panels shall share with the Council only a description of the grievance, the public agreement reached, if any, or the areas of disagreement that were not resolved.
3. The Vice Chair shall summarize to the full Council the resolution of a grievance and the action required of the Council as described above, but shall not discuss personal confidential information shared during the meetings associated with dispute resolution.

**B. Protections:** A grievant shall not be discriminated against nor suffer retaliation as a result of filing a grievance.

## **Section 17 – Involvement of County Counsel and RWP**

**A. County Counsel:** The Vice Chair and Council Support Staff shall keep the County Counsel, as a representative of the CEO, informed about all active grievances. At his/her discretion, the County Counsel may receive copies of all written documents related to a grievance, and be present at meetings held at each level of the formal grievance process, including internal committee meetings, mediation, and arbitration. The Vice shall request advice and assistance from County Counsel as needed throughout the grievance process.

**B. RWP:** The Council shall inform the RWP representative whenever a grievance is received, and shall keep him/her informed about the status of such grievances.