



**Minnesota Council for HIV/AIDS  
Care and Prevention**

**BYLAWS**

## BYLAWS

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## **1. CHARGE**

The primary charge of the council is to work in partnership with Hennepin County Ryan White Program (Part A), Minnesota Department of Human Services (DHS) Part B HIV Care Services, and the Minnesota Department of Health's (MDH) STD and HIV Section to develop a comprehensive jurisdictional HIV prevention, treatment, and care plan in the state of Minnesota. The council shall also plan for funds authorized under Parts A and B of the Ryan White legislation. The council shall abide by all policies set forth by the Ryan White legislation, the Centers for Disease Control's (CDC) HIV planning guidance, policies and guidance issued by the Health Resources and Services Administration (HRSA) HIV/AIDS Bureau (HAB), by the joint HRSA and CDC integrated plan guidelines, and all related Federal statutes, regulations, and policies.

### **1.1. Mission and Vision Statement**

The vision of the council is that people living with, at risk for HIV or affected by HIV, with an emphasis on those from disparately impacted communities, receive the education and help they need to link to care, remain in care and virally suppressed; stopping the spread of the virus and ultimately eradicating HIV.

The mission of the Minnesota Council for HIV/AIDS Care & Prevention is to:

- Establish priorities for the allocation of Part A and Part B funds of the federal Ryan White HIV/AIDS Treatment Extension Act of 2009 within the thirteen county Transitional Grant Area (TGA) and the state of Minnesota. In other words, the council is responsible for deciding which services are most needed for people with HIV and how much funding will be used for each of those service areas.
- Prioritize high-risk target populations for HIV prevention interventions funded through Minnesota's CDC HIV prevention grant and State appropriation.
- Develop and prepare an integrated prevention and care plan for the Minneapolis/St. Paul 13 county TGA and the state of Minnesota. This plan defines short and long-term goals for organizing and delivering care and prevention services.
- Assure community participation in the gathering of information related to needs, service priorities and high-risk target populations for prevention.
- Assess the efficiency of the system the recipients use to distribute funds. This includes evaluating how quickly contracts with service providers are signed, how quickly the recipient pays the providers, whether the funds were used for services identified as priorities by the council and whether all the funds were spent.
- Participate in developing a Statewide Coordinated Statement of Need (SCSN). Representatives of the council must participate with representatives of all the other Parts of the legislation in developing a Coordinated Statement of Need. The purpose of the SCSN is to encourage all of the Ryan White programs to work together and to avoid the duplication of services.
- Commit to address disparities linked to social determinants of health like poverty, unequal access to health care, lack of education, stigma, and racism to achieve parity.

### **1.2. Council Responsibilities**

It is the responsibility of the council to inform the development, update, and monitoring of the Minnesota comprehensive jurisdictional plan for HIV prevention, care and treatment, to allocate federal Ryan White funds for Part A for HIV treatment and care services, and to make allocation recommendations for Part B HIV treatment and care services.

The council shall:

- a. Elect community co-chairs
- b. Identify and collaborate with appropriate stakeholders in HIV prevention and

- treatment planning.
- c. Engage in a planning, prioritization, allocation process that is results-oriented to ensure that the goals of the National HIV/AIDS strategy (NHAS) (i.e., reduce new HIV infections, increase access to care and to improve health outcomes for people living with HIV; and reduce HIV-related health disparities) are achieved.
  - d. Conduct needs assessments.
  - e. Prioritize target populations most at risk for HIV infection or transmission and co-factors that impact that risk.
  - f. Establish service area priorities for funding, based on needs assessment.
  - g. Allocate resources to service areas that have been prioritized.
  - h. Evaluate the speed and efficiency of the disbursement of Part A and Part B funds.
  - i. Inform, develop/update a comprehensive plan for the development, organization and delivery of HIV prevention and care services in collaboration with state and local service providers.
  - j. Submit a letter of concurrence, concurrence with reservations, or non-concurrence to document whether or not the MDH's jurisdictional HIV prevention plan shows that programmatic activities and resources are being allocated to the most disproportionately affected populations and geographical areas that bear the greatest burden of HIV disease.
  - k. Ensure broad community involvement in all phases of operations and establishing community needs and priorities.
  - l. Ensure membership structure achieves community and key stakeholder representation (parity and inclusion).
  - m. Identify and include disproportionately affected populations in all phases of the planning process, and in council leadership.
  - n. Make decisions that are data-driven and informed by the understanding of:
    - Behavioral science, epidemiology, research, and program evaluation.
    - How to gather and apply appropriate community input to the planning process.
    - Broad community health issues that impact HIV transmission and HIV/AIDS care.
    - Racism, sexism, homophobia, and other social determinants of health that create and maintain disparities in HIV/AIDS.

### **1.3. Principles**

- a. We value cultural diversity, inclusion, parity, and expertise.
- b. We expect and will pursue diversity of membership.
- c. We are all advocates for reducing/preventing disease.
- d. We have a responsibility to bring forth voices from the communities we represent. These voices, along with data, drive overall priority prevention and needs in the state.
- e. We are a community-planning group, not a direct action or advocacy organization.

## **2. MEMBERSHIP**

### **2.1. Composition**

The council shall have up to 33 members. Membership on the council shall be consistent with that set forth in the Intergovernmental Collaborative Agreement (IGCA), the Ryan White Legislation, HRSA, and CDC's HIV Planning Guidance. In compliance with applicable requirements, membership shall include representation from the following groups:

- a. Health care providers, including federally qualified health centers.
- b. Community based organizations serving affected populations and AIDS Service Organizations (ASOs).
- c. Social service providers, including providers of housing and homeless services.
- d. Mental health and substance abuse providers (considered two separate categories).
- e. City and county local public health agencies.
- f. Hospital planning agencies or health care planning agencies.
- g. Affected communities, including people with HIV/AIDS, LGBT populations, 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 populations.
- h. Non-elected community leaders.
- i. Religious leaders or representatives from faith communities.
- j. Representative from education.
- k. Representative from the Department of Corrections.
- l. Representative of individuals who formerly were federal, state or local prisoners, were released from the custody of the penal system during the preceding three years, and had HIV/AIDS as of the date on which the individuals were released.
- m. Grantee under Part A of the Ryan White Act
- n. State government (including the State Medicaid agency and the agency administering the program under Part B) (considered two separate categories).
- o. Grantee under subpart II of Part C of the Ryan White Act.
- p. Grantee under section 2671 (Part D of the Ryan White Act) or, if none are operating in the area, representatives of organizations with a history of serving children, youth, women and families living with HIV operating in the area.
- q. Grantee under other federal HIV programs, including but not limited to providers of HIV prevention services.

### **2.2. Consumer Reflectiveness**

At least thirty-three (33) percent of the members must be consumers who:

- a. Are receiving HIV-related services from Part A and/or B funded providers.
- b. Are not officers, employees, or consultants to any providers receiving or seeking Part A and/or B funds, and do not represent any such entity.

- c. Reflect the demographics of the population of individuals with HIV disease in Minnesota.

### **2.3. Demographic Reflectiveness**

The overall council membership and consumer membership must reflect the demographics of the HIV/AIDS epidemic in Minnesota. This includes men who have sex with men (MSM), injection drug users (IDU), heterosexual, and transgender persons shall be represented on the council. Membership shall be reflective of the HIV prevalence in Minnesota by race, ethnicity, gender, age, country of birth, and place of residence.

### **2.4. Member Responsibilities**

- a. Attend new member orientation and complete the New Member Orientation eLearning module.
- b. Participate fully in all federally mandated council activities, including but not limited to the following:
  - Needs assessment activities and prioritization of unmet needs
  - Gather community input to inform the planning process.
  - Establish prevention priorities, prioritize target populations, prioritize treatment services, and complete the prioritization instrument.
  - Comprehensive planning and other community planning processes
  - Allocation and reallocation of resources.
  - Review whether the Minnesota jurisdictional plan demonstrates a collaborative, coordinated, and results-oriented approach to HIV prevention, care, and treatment that ensures that prevention services and resources are directed to the areas with the greatest HIV incidence burden and will achieve reductions in HIV incidence.
  - Evaluation of the administrative mechanism.
  - Election of the community co-chairs.
- c. Make a commitment to the HIV planning process and its results by participating in the identification of appropriate stakeholders; results- oriented engagement; and development/or update, implementation, and monitoring of the Minnesota integrated comprehensive plan.
- d. Participate as a partner to improve the impact of HIV prevention, care, and treatment efforts in Minnesota, while abstaining from serving as an advocate for an agency.
- e. Fully participate in the activities and responsibilities of assigned committee, and in discussions, decision-making, and problem-solving activities of the council.
- f. Abide by the attendance policy for full council and assigned committee meetings.

### **2.5. Other member expectations**

- a. Keep the concepts of coordination and shared responsibility in the forefront.
- b. Review meeting materials and adequately prepare for meetings.



- c. Review meeting minutes and ensure that an accurate portrayal of the deliberations of the council has been presented.
- d. Encourage peers in your communities to participate in the various planning and needs assessment activities within the communities.
- e. Ensure that the HIV prevention and treatment needs of populations not reflected in the experience of council members receive consideration.
- f. Understand and follow the bylaws, written protocols, and the conflict of interest policy.
- g. Make a commitment to work with Hennepin County Ryan White Program, DHS Part B HIV Care Services and MDH to make sure that the work of the council aligns with HRSA and CDC guidelines, and with the NHAS goals.
- h. Request and utilize available data to make decisions.
- i. Members must be familiar with or having working knowledge of HIV Prevention Guidance and the Ryan White Legislation.

## **2.6. Appointment and Service**

Members are elected to serve a two-year term and may be re-elected to a second two-year term, but no member shall serve more than two (2) consecutive terms.

Each member is expected to:

- a. Serve their full term.
- b. Attend monthly meetings and serve on at least one (1) standing committee.
- c. Commit to a minimum of 5-8 hours per month to council business including attendance at full council meetings, committee meetings and preparation time.
- d. Attend new member orientation before being allowed to vote on issues under consideration by the council or their committee, and participate in other training opportunities as appropriate. This applies to those newly elected to the council and those who are returning after sitting out the requisite year before reapplication/reappointment.

Members of the council shall be elected by the council. Once elected, they shall be appointed and can be removed by the Chairperson of the Hennepin County Board of Commissioners, the DHS Commissioner, and MDH's STD/HIV/TB Section Manager. The term of office for each member shall be for two (2) years. Terms will run from March 1 through the end of February. Election of new members shall be held at least one month in advance of term initiation dates to facilitate orientation.

Members may be re-appointed to serve two consecutive terms as long as they follow an open nominations process. After serving two consecutive terms, a minimum absence of one year is required. After this time, individuals may submit an application and be elected to additional terms by competing in the same selection process as new applicants.

## **2.7. Agency Representation**

No Part A or Part B funded and/or grantee agency may be represented by more than two (2) voting members unless such participation is required by federal legislation or

the IGCA. An agency representative is an individual employed by, a consultant to, or a board member of any Part A or Part B funded and/or grantee agency. Under no circumstance should more than one representative from a Part A or Part B funded and/or grantee agency/division be appointed to serve on any committee.

#### **2.8. Attendance Requirements**

Members are required to attend all regularly scheduled meetings of the council and their assigned committees. In addition, members are required to attend ad hoc committee meetings when scheduled. Members are required to attend 50% of meetings and cannot miss three consecutive regularly scheduled meetings in a rolling calendar year to maintain membership on the council.

#### **2.9. Removal for Non-Attendance**

If a member accrues two consecutive absences, or five total absences during the most recent twelve-month period, whether it is from the full council or their assigned committee meetings, they will automatically receive a warning letter. If a member misses three consecutive meetings, or six total absences during the most recent twelve-month period, they will automatically be removed from the council.

#### **2.10. Membership Termination and Resignation**

Membership terms end when a member's term expires, when a member sends a letter of resignation to the co-chairs and or staff, or when a member does not meet basic attendance requirements as described in Section 2.9 of the bylaws, or violates code of conduct policies as described in section 5.5.

#### **2.11. Vacancies**

A vacancy is created when a member of the council resigns, is removed from the council, moves from the State, and no longer belongs to the representative category upon which appointment was based, or is otherwise no longer able to function as a council member. When a person no longer belongs to the representative category upon which appointment was made, the committee in charge of membership will recommend to the council within forty-five (45) days that s/he is either reassigned to another representative category or removed from the council. Vacancies shall be filled in a timely manner in accordance with an open nominations process.

#### **2.12. Compensation**

None of the budget or income of the council shall be distributed to, any member or officer, or any other private persons, except that the council shall be authorized and empowered to pay reasonable compensation for services rendered and to authorize payments and distributions in furtherance of its stated purpose.

#### **2.13. Reimbursement of Expenses**

Nothing in the language of Section 2.12 of these bylaws is intended to prevent the council from reimbursing members for their reasonable expenses involved in attending meetings of the council and/or its committees, per HRSA guidance, or reimbursing members for reasonable expenses for attendance at functions directed

by the council to its membership. Community committee members who are living with HIV or affected by HIV will be eligible for reimbursement if their attendance at committee meetings is not a work-related activity. Expenses will be reimbursed within the parameters of the budget. Reimbursement will only apply to attendance at committee meetings of which these persons are officially members.

In order to receive reimbursement for mileage and parking council members will follow guidelines established by Hennepin County:

- a. Possess a valid driver's license and motor vehicle insurance as required by law.
- b. Provide council staff with the valid driver's license number every 6 months, or when requested, if requesting mileage and/or parking reimbursement.
- c. Mileage and parking will only be reimbursed by the council if the member's employer does not reimburse these expenses.

## **2.14 Allowable expenses:**

### **a. Travel Expenses**

- Mileage will be reimbursed at the current Hennepin County rate per mile on the most direct route to/from place of residence or employment.
- With the exception of emergencies, the preapproved cost of a taxi or bus on the most direct route to/from place of residence or employment not to exceed the preapproved amount.
- Parking cost for duration of the meeting.
- If travel to or from a meeting is more than 100 miles and food is not provided at the meeting, a meal will be reimbursed for actual costs, up to the current Hennepin County rate. Receipts must be submitted with all requests for reimbursement within one week.
- Under the following situations: unsafe driving conditions, health considerations, or when travel time would otherwise be excessively late or early, hotel accommodations will be reimbursed. The member is expected to make arrangements at an economically priced establishment, not to exceed \$150.00 per night. Council staff will use the Hennepin County purchasing card to pay for the room.

### **b. Lost Wages**

If a member misses work and is required to lose regular wages in order to attend a council or committee meeting, those wages may be reimbursed by the council based on the member's documented hourly rate (excluding the value of fringe benefits) per hour required for travel time and meeting time. Lost wages reimbursed will be capped at \$120 per day and will require a signed statement from the member's employer or their representative stating the member was scheduled to work during the meeting time and not paid for the hours for which reimbursement is requested. Documentation must accompany each request for

reimbursement. In lieu of a signed statement, a member may also present other documentation that verifies the same (e.g., payroll stub). Members who claim lost wages may need to complete a Form W-9.

**c. Child Care**

Child Care will be reimbursed for travel and meeting time based on the member's actual childcare expenses, not to exceed \$75 per day.

Documentation must be submitted for all requests for reimbursement. Childcare providers may need to complete a Form W-9.

**2.15 Procedure**

Council members and community committee members must submit a reimbursement voucher accompanied by the appropriate documentation to council staff no later than the fourth Thursday of each month. Claims for expenses that are over 60 days old will not be reimbursed. Expenses will be reimbursed in a timely manner. Under unique circumstances, other reimbursement arrangements may be considered. This policy will be reviewed annually and any extreme or unusual circumstances will be reviewed on an individual basis.

**3. LEADERSHIP**

**3.1. Council Co-Chairs**

The council shall have two community chairs jointly appointed for a one (1) year term by the Chair of the Hennepin County Board of Commissioners, the Commissioner of DHS, and MDH's STD/HIV/TB Section Manager based on the recommendations of the council. Community chairs may serve for up to two consecutive one-year terms. At least one community chair shall be a person living with HIV who is unaligned with any agency receiving or seeking to receive Ryan White Program and/or CDC HIV Prevention Program funds, as defined by the Ryan White legislation. One community chair shall reside in the Minneapolis-St. Paul Part A TGA.

The representative of MDH on the council shall serve as a third chair in accordance with the requirements of a CDC HIV planning guidance, and shall be appointed by MDH's STD/HIV/TB Section Manager. The term limit of the MDH appointed chair shall be at the discretion of the appointing authority.

**3.2. Duties of Community Co-Chairs**

The Community co-chairs' duties and responsibilities shall include, but are not limited to:

- a. Representing the council to the Part A, Part B and CDC Recipients, HRSA Project Officer/Staff, community stakeholders, media and the public.
- b. Ensuring that all federal mandates are completed in a timely manner.
- c. Advising the recipients and their representatives, along with council support staff, of ongoing activities and actions.

- d. Preparing for, facilitating, and moderating meetings to ensure a participatory process. The presiding community co-chair will be announced at the beginning of all council meetings and any time the other co-chair assumes presiding responsibilities at meetings. The presiding co-chair will only vote on matters of the council when their vote affects the outcome.
- e. Motivating participation of all members, promote and implement the engagement process.
- f. Making a full report of Executive Committee actions at full council meetings.
- g. Keeping the full membership informed of events requiring Executive Committee action and soliciting specific positions of the membership by telephone, or electronic mail.
- h. Demonstrating a knowledge of and adherence to parliamentary procedure.
- i. Understand and manage conflicts of interest.
- j. Working closely with recipients and staff to ensure necessary information and data are provided on a timely basis to the council.
- k. Leading the development and implementation of processes to increase engagement of members and disproportionately affected communities in the planning process.

### **3.3. Criteria to Serve as Community Co-Chair**

- a. Community co-chair candidates must be current voting members of the council and must have served a minimum of a year of their first term.
- b. Community co-chairs may need to devote an additional three to five hours per week to perform duties associated with their position.

### **3.4. Roles of the MDH Appointed Co-Chair**

- a. Serve as primary liaison to MDH and the Commissioner of Health.
- b. Represent MDH's HIV programs.
- c. Advise the council and community co-chairs as to capacity and limitations of MDH in implementation and administration of programs.
- d. Facilitate linkage between the CDC and the community co-chairs.
- e. Represent the linkage between the council and MDH to the media and the public.
- f. Represent the linkage between the council and MDH at local and national meetings and/or on other advisory groups, as appropriate.

## **4. ORGANIZATION**

### **4.1 Committees**

Standing committees and ad hoc committees of the council may be created at any time to meet the operational needs of the council. Each standing committee shall establish their own operating policies and procedures. Any such committee shall have such powers and duties, and its membership shall be constituted, as the council may determine.

#### **4.2. Committee Membership**

Each standing and/or ad hoc committee shall nominate up to two co-chairs, one of whom must be a member of the council. Committee co-chairs should reflect the diversity of the council membership. At least one committee co-chair shall reside in the Minneapolis – St. Paul TGA. Committee co-chairs may serve two consecutive one-year terms, or until a successor is elected. The presiding co-chair will be announced at the beginning of each committee meeting and at any time a change occurs. The presiding co-chair may vote only on matters of the committee when their vote affects the outcome. Standing and ad hoc committee membership shall be drawn from the membership of the council and from other interested citizens. Each committee shall have no fewer than three council members. The council members may serve as voting members of any standing and/or ad hoc committee to which they have been appointed by the Membership and Training or Executive Committees. Community membership on standing committees shall be left to the discretion of each committee. Once a community member has satisfied the committee requirement for membership, they have full voting rights for that committee. Community members are bound by the same committee attendance policy as elected members. Community members may not vote at council meetings. The election of committee co-chairs shall be on written ballots at council meetings.

#### **4.3. Standing Committees**

Standing committees meet regularly and report on their recommendations at each regular meeting of the council. A member who is appointed to serve on an ad hoc committee may be granted a leave of absence from any standing committee or committees of which they are a member, if it is necessary for the member to fulfill their obligations with respect to the ad hoc committee. Such leave shall be granted at the discretion of the standing committee co-chairs. The standing committees of the council shall be:

##### **a. Planning and Allocations Committee**

The roles and responsibilities of the Planning and Allocations Committee are:

- Develop prioritization and allocations process.
- Advise on the process to solicit community input on the prioritization of services and the allocations process.
- Work with other committees to develop and monitor the implementation of the statewide and TGA HIV prevention and care comprehensive plan.
- Develop, review and revise, as needed, standards of care for Ryan White services, including universal standards.
- Gather relevant information to support priority setting.
- Review HRSA descriptions of service areas and activities.
- Develop and update allocations (budget) for full Minnesota Council for HIV/AIDS Care and Prevention approval and for submission with Part A/Part B grant applications.

- Advise on the Request for Proposals process for prioritizing target populations and allocations for HIV prevention funding, as directed by MDH.
- Provide training to council members on priority setting process.
- Work with all committees to coordinate the solicitation of community input.
- Review continuum of care model to identify the range of HIV prevention and care services needed by individuals in different stages of disease progression.
- Identify core HIV services, those services needed to support access, and other ancillary services.
- Monitor implementation of a Continuum of Prevention and Care through coordination with priority setting activities, and needs assessment and evaluation activities.
- Gather community input with respect to the Continuum of Prevention and Care.
- Re-visit the Continuum of Prevention and Care document every two years to adjust for trends and changes in the epidemic.
- Develop and update a comprehensive plan to guide the development of the statewide HIV system of prevention and care, including vision and values statements, which can guide decision making about resources.
- Examine major issues, which impact the provision of HIV prevention and care services, including epidemiological trends, prevention methods, treatment issues, financing issues, barriers to services and areas for future discussion.
- Review the comprehensive plan on a regular basis to account for changes in the epidemic, financing mechanisms, the HIV Continuum of Prevention and Care and the political landscape, which may impact HIV prevention and care.
- Determine comprehensive plan concurrence, non-concurrence or concurrence with reservations as required by CDC.

**b. Community Voices Committee**

The roles and responsibilities of the Community Voices Committee are:

- To serve as a liaison between the council and stakeholders, especially groups with barriers to participation, by collecting and exchanging information about the council and the impact of its work.
- Support the council's recruitment by identifying and referring candidates for membership to the Membership and Training Committee.
- To have a consulting relationship with other standing committees of the council in order to ensure input from affected communities into the needs assessment, planning, priority setting, community involvement and operations plans and policies.

- To provide consumer input on the development of standards of care for Ryan White services, assuring representation for persons living with HIV/AIDS and those affected by HIV/AIDS.
- To provide representation as follows:
  - Provide a representative voice for persons living with HIV and those affected by HIV by reporting on issues and activities to the Minnesota Council for HIV/AIDS Care and Prevention and its committees.
  - Ensure HIV positive individuals and those affected by HIV are represented on the council in overall leadership, membership and committees.
  - Identify and recruit members that are HIV positive and/or affected by HIV.
  - Provide a forum for HIV positive consumers and those affected by HIV to identify their needs, gather qualitative information and comment on services
  - To educate and train as follows:
  - Distribute council information to the HIV positive community and those affected by HIV
  - Provide ongoing mentoring and skills building to members to build involvement by HIV positive individuals and those affected by HIV within the council and its committees.

**c. Disparities Elimination Committee**

The Disparities Elimination Committee exists to develop equitable strategies to ensure that the council’s priorities and resource allocations address and reduce disparities within underserved and disproportionately impacted populations in access to HIV prevention, care services and outcomes based on the stages of the HIV care continuum: awareness of diagnosis; linkage to care; retention in care; receiving ART; and achieving suppressed virus. Healthy People 2020 (U.S. Department of Health and Human Services) defines a *health disparity* as “a particular type of health difference that is closely linked with social, economic, and/or environmental disadvantage. Health disparities adversely affect groups of people who have systematically experienced greater obstacles to health based on their racial or ethnic group; religion; socioeconomic status; gender; age; mental health; cognitive, sensory, or physical disability; sexual orientation or gender identity; geographic location; or other characteristics historically linked to discrimination or exclusion.”

The Disparities Elimination Committee’s duties include:

- Providing input into the selection of target populations for prevention funding.
- Proposing Minority AIDS Initiative (MAI) services to be prioritized and funded and allocation amounts.



- Develop the section of the statewide HIV prevention and services jurisdictional plan that addresses disparities, including the development of goals and objectives.
- Inform needs assessment process – disproportionately impacted population sample targets, outreach, promotion, and cultural responsiveness of needs assessment.
- Monitor jurisdictional comprehensive plan goals and objectives that are specific to disparate communities.
- Develop culturally responsive universal or service specific standards of care for Ryan White services.
- Conduct outreach to disproportionately impacted communities to assure engagement.
- Advise Membership and Training Committee on cultural responsiveness of council.
- Improve equity literacy among council members and government agencies.

**d. Executive Committee**

The Executive Committee is made up of the council co-chairs, the co-chair(s) of each standing committee, the co-chair(s) of any ad hoc committees and the Parliamentarian. The Executive Committee shall review the recommendations of standing and ad hoc committees and return them to the drafting committee for alteration, forward them to the full council for action with support, or forward them without recommendation or comment.

The Executive Committee's roles and responsibilities are:

- Serve as the leadership committee, or executive board of the council.
- Make decisions on behalf of the council in the event of a crisis or emergency that prevents the full council from meeting and only within the laws and policies of Hennepin County and/or the State of Minnesota.
- Ensure that the work of all committees is within the roles and responsibilities defined in the bylaws, HRSA guidance, CDC guidance, Intergovernmental Collaborative Agreement or the Collaborative Partners Understanding in effect at the time, and ensure that the work progresses in an orderly and integrated fashion.
- Develop/update the council meeting agenda.
- Appoint ad-hoc committees and define their roles and responsibilities.
- Review the performance of the Part A, Part B, and prevention recipients (IGCA article II. B. 5) assess efficiency and effectiveness of administrative mechanism.
- Define and implement council grievance procedures.
- Review and revise Collaborative Partners Understanding.
- Perform other duties as may be required or assigned by the co-chairs of the council or by vote of the council.

- Support the council's recruitment by identifying and referring applicants for membership to the Membership & Training Committee.
- Review council bylaws and present amendments to the council for approval.
- Assure compliance with code of conduct by all council members.
- Develop and foster meeting standards and climate of council.
- Develop and implement evaluations of council meetings.
- Develop and revise charter for council.
- Provide and assure logistical support needs for council are met.

**e. Grievance Committee**

The council shall establish a grievance committee, which shall consider and take action regarding grievances related to the priority setting process, including the needs assessment process, the comprehensive planning process, the allocation of funds to service categories, compliance with the nominations process and issues of conflict of interest. The grievance committee shall consider such other matters, as the co-chairs of the council shall refer to it.

The grievance committee shall consist of five persons selected as follows:

- Three members elected by the council for a term of one year, one of whom shall be an HIV positive member of the council.
- The two persons serving as community co-chairs of the council.
- A sixth person selected by the other five members of the committee. This person must be a member of the council who is a chair of a standing committee who, in the opinion of the other five members, has the most knowledge of the subject of the specific grievance to be heard. The sixth member is appointed to the grievance committee only for the purpose of hearing a specific pending grievance.
- The three elected members and the two co-chairs shall select a committee chair from among the three elected members.
- The committee has the authority to act on behalf of the council and to bind the council for the resolution of a grievance by making recommendations to the Executive Committee and/or full council to act.
- At least three of the six members of the committee must be present to constitute a quorum. The committee shall try, to the extent possible, to act by consensus. In the event a consensus is not possible, the committee shall act by a majority vote of those present.
- The committee shall report to the council regarding any grievances filed, the status of any pending grievances, and its actions with regard to grievances heard.
- The grievance committee and the council shall comply with the grievance and code of conduct policy.

**f. Membership and Training Committee**

The roles and responsibilities of the Membership and Training Committee are:

- To develop and update policy and procedure related to identification, recruitment, selection and reappointment of members to ensure the effective operation of the council and effective member participation.
- To develop/update recommendations for council considerations related to organizational and structural changes, as needed.
- To review conflict of interest policy and monitor enforcement.
- To review and monitor grievance procedure implementation.
- To plan future council activities and direction, including periodic assessment, training and retreats to address the skill development needs of council members.
- To review and revise archival procedures and assure compliance with HRSA, CDC, and Hennepin County policies and procedures and public access.
- To advise the council staff on the development and use of communication tools and social media. This supports other council committees to share information about public events.
- To implement approved policies and procedures related to the identification, recruitment, selection, retention and reappointment of council co-chairs and members.
- To ensure orientation and training of new members.
- To implement approved guidelines for member participation and attendance.
- To develop and foster meeting standards and climate of council.
- To develop training for members in response to meeting evaluations.
- Assure and encourage unaligned consumer participation and engagement.
- To conduct outreach to recruit members and broaden community engagement.

**g. Needs Assessment and Evaluation Committee**

- Responsible, together with the recipients, for ongoing qualitative and quantitative data collection, analysis and planning, which includes culturally responsive community involvement, as related to identifying unmet and/or under-met service needs of communities of people living with HIV and those at risk of acquiring HIV in the state and the TGA.
- Responsible, together with the recipients, for the evaluation activities related to funding priorities and recipient progress.
- Establish procedures for council review of prevention and service provider performance and consumer satisfaction.
- Ensure that the information gained through the needs assessment and evaluation processes is presented to the council and all its committees,

and utilized in the development of the priority setting and comprehensive planning process for the data driven allocation of funds within the state and the TGA.

- Provide reports to the council on the activities of the committee, soliciting feedback and responding to input from the community and council members.
- Ensure the voices of people with HIV are solicited and heard as the committee carries out its responsibilities.
- Support the council's recruitment by identifying and referring applicants for membership to the Membership and Training Committee.
- Develop service impact evaluation including outcome, utilization, resource management, and cost effectiveness of services and prevention activities.

#### **4.4. Ad Hoc Committees**

An ad hoc committee may be formed to work on time-limited special projects that address the charge of the council. Recommendations for the creation of an ad hoc committee may be made by the community co-chairs, an individual member, or an existing committee. Such recommendations must include a description of the roles and responsibilities of the proposed ad hoc committee. Such recommendations should be brought first to the Executive Committee for review.

## **5. GOVERNANCE OF MEETINGS**

### **5.1. Quorum**

A quorum must be present at any scheduled council or committee meeting in order for the council to engage in formal decision-making. A quorum is defined as one-third plus one of the seated membership. Members may participate by teleconference or other electronic means as long as such members can hear and be heard (discussion item for workgroup). A member participating by such means shall count toward the presence of a quorum.

### **5.2. Proceedings**

All meetings related to the council shall be open to the public. Written minutes will be made available prior to the following meeting and will be a public document available at the council office.

All meeting attendees must respect one another and abide by the following basic meeting guiding principles:

- a. Work together for the common good.
- b. Work to create understanding.
- c. Treat one another, the people we serve, and the process with respect.
- d. Assume good intentions.
- e. Align efforts with outcomes.
- f. Celebrate each other and the work.

**5.3. Decision-making and Parliamentary Procedure**

The council’s decision-making process shall be guided by Robert’s Rules of Order so long as Robert’s Rules of Order are not inconsistent with these bylaws. Decisions will be made by majority vote.

**5.4. Parliamentarian**

A Parliamentarian shall be selected by the Council to work with the coordinator prior to and during the Council and Executive Committee meetings. Their duties include advising the co-chairs on procedures and decision-making processes, maintaining awareness of and compliance with the conflict of interest policy, and teaching parliamentary procedure as needed. If the Parliamentarian is a voting member of the Council, their term shall be for two years. If an outside Parliamentarian is hired, they are not a voting member, and their term shall be for one year, renewable as needed.

**5.5. Code of Conduct**

The purpose for the code of conduct policy is to:

- a. Provide guidance for appropriate behavior while conducting council business,
- b. Establish procedures for addressing violations of the Code of Conduct.
- c. These policies apply to council members, staff and other participants serving the council and its committees, as well as persons participating in meetings.

Council members, staff and other participants are expected to:

- a. Sign and agree to the council’s code of conduct, as described below, on an annual basis.
  - b. Abide by the Hennepin County Non-Discrimination & Respectful Workplace policy. A copy of the policy is available at <http://www.hennepin.us/your-government/get-involved/henn-co-volunteer-manual>
- c. Refrain from acts or threats of violence directed at other council members, staff, and other participants.
- d. Conduct business in ways that are honest, respectful of diversity, compassionate, and non-judgmental.
- e. Treat every other member with the courtesy and respect resulting from their legitimate right to be part of discussions and decision-making. This means that all council and committee members in meetings will have the opportunity to speak and be listened to, without interruptions.

- f. Refrain from personal attacks on anyone; disagreements will focus on issues, not upon individuals.
- g. Refrain from using language that is threatening, offensive, derogatory, culturally insensitive, abusive, or intended to be hurtful.
- h. Refrain from engaging in activities that distract oneself or others from full participation in the meeting. Activities that may prove distracting include, but are not limited to working on non-council related projects, cell phone use, and engaging in side conversations.
- i. Behave in a professional manner that reflects recognition of one's responsibility to present and consider the concerns of specific communities, or population groups, while considering the overall needs of people living with HIV disease, and act on behalf of the communities, not one's own benefit.
- j. Refrain from behavior that is disruptive, distracting or threatening with regard to any council related business, whether such behavior is directed toward the council, its committees or its members & staff, Ryan White service providers; or the council support office or its employees or contractors.
- k. Take responsibility not only for abiding by these rules of conduct personally, but also for speaking out to assure that all members abide by them.
- l. At all times, follow the law in all respects, particularly those that relate to the functions of the council. Acts which may reflect negatively upon the council or create the appearance of impropriety, including but not limited to, being noticeably under the influence of intoxicants at council-related meetings or events, failure to disclose all conflicts of interest, allegations of violation of specific laws and regulations, dishonesty, conviction of a felony, or any federal crime, shall be cause for immediate discipline, up to and including dismissal from the council, at the recommendation of the chairperson with approval of the Executive Committee.

It is expected that all council members, council staff, and other participants:

- a. Support decisions made by majority vote regardless of their personal position.
- b. Understand and abide by the council's approved bylaws and policies.
- c. Take responsibility for their own actions.
- d. Speak positively about the council in public; problems will be addressed within the group, not with outsiders.

## **5.6. Procedures and Process to Address Misconduct**

If a council member, staff, or other participant\* engages in misconduct, which is behavior that violates or is substantially inconsistent with the code of conduct, a co-chair may take the following actions:

- a. If this behavior occurs during a council-related meeting, a co-chair may
  - Give the individual a verbal warning that the behavior needs to cease, or the individual will be asked to leave the meeting/room.

- If the individual continues with the behavior after the warning, request the individual to leave the meeting/room.
  - Conduct or behavior constituting cause for requesting and /or requiring an individual to leave a meeting/room may include violations of the code of conduct, physical or verbal attacks on other council meeting attendees, conflict of interest violation, etc.
- b. Immediately after the meeting where the behavior or misconduct was noted, or where misconduct or inappropriate behavior that occurred outside a meeting has been reported, an investigation of the behavior or misconduct may be requested by a co-chair or the council coordinator and conducted by the Executive Committee or its designee. If legal issues are involved, the Executive Committee will consult the Hennepin County Attorney's Office. Information may be shared on a need-to-know basis, as necessary.
  - c. Written notification will be provided to the individual of the alleged misconduct/violation of the code of conduct; and the individual's participation in council activities may be suspended while the investigation is pending and/or until a recommended action is taken. If the alleged misconduct/violation of the code of conduct involves a co-chair, the individual(s) will automatically sit out of any meetings that involve an investigation. The investigation may include allowing the individual to respond and/or be interviewed as part of the investigation.
  - d. Upon completion of the investigation, if a violation(s) of the code of conduct is/are found to have occurred, the Executive Committee will make a decision on the course of action and report the action to the council. Recommended actions may include further suspension of participation in council activities for a stated period and/or removal from council membership.
  - e. The individual will be provided with written notification of the proposed action and the basis for the recommended action.
  - f. Recommended action is subject to review by the full membership of the council.
  - g. The council may recommend to the appointing authority that any member, including a co-chair, be removed from membership, and must send the basis for this recommendation along with the recommendation. In all cases, the appointing authority will make the final decision and take the required action as appropriate, which may include removal from council membership.
  - h. If a co-chair engages in misconduct or inappropriate behavior, the above actions may be taken by the other co-chair(s) and the council coordinator. In such a case, each of these actions must be taken jointly by the other co-chairs and, where appropriate, the coordinator, and represent their shared judgment.

- i. A co-chair and/or the council coordinator must respond to reported or observed incidents or misconduct in a timely manner. Actions will be taken based upon the nature and severity of the violation(s).
- j. All actions taken to address misconduct or inappropriate behavior will be reported to the council, including the investigation by the Executive Committee and its results, and recommended actions, subject to review by the council.

\*A participant is defined as an individual attending meetings or an activity who is a council member, a committee member, staff, recipient staff, IGCA representative, or the general public.

## **6. AMENDMENT OF BYLAWS**

These bylaws may be amended by a 2/3 vote of those members present and voting at a council meeting at which a quorum is present, provided that the amendment has been reviewed by the Executive Committee and written notice of the proposed change was given at the previous council meeting.

## **7. CONFLICT OF INTEREST**

### **7.1 Conflict of Interest Policy**

A conflict of interest or potential conflict of interest arises when a member of the council is expected to participate in a decision making process in which that member must represent two potentially competing interests; the member's own interest in another entity and the member's responsibilities as a member of the council.

For purposes of this policy, the following definitions apply:

A member of the council has an interest in a particular transaction or decision if they or a member of their immediate family;

- Is an employee or a director, trustee, or officer of, or has a significant financial or influential interest in an entity which is in a position to benefit from a decision of the council, or
- Is otherwise reasonably likely to gain a significant financial or other personal benefit as a result of a decision or action of the council.

Members of the council shall manage a potential conflict of interest as follows:

- a. Members of the council shall, upon appointment to the council, disclose in writing all interests as defined previously. The member is obligated to update this report at least annually and at any time an additional interest is identified.
  - The council member must recuse themselves from voting and note a conflict of interest on any matter in which they have an interest. It is the



duty of the member to identify the presence of that interest prior to abstaining from voting, without necessarily publicly specifying the interest.

- If at any time the interest or interests of a council member are so significantly in conflict with the mission of the council so as to significantly limit participation, the appointing authority may remove the member from the council.
- b. The council may not be directly involved in the administration of the Part A or Part B grants (i.e., managing provider contracts). This does not apply to the council's administrative support.
- c. The council may not designate particular entities as recipients of any amounts of Part A or Part B funding (i.e. naming or approving particular entities to receive funding) other than council support.

## **7.2. Conflict of Interest Management Procedures**

Meeting facilitators (council and committee co-chair(s)) shall ensure that ample discussion happens before a motion is made so that subject experts have the opportunity to contribute to the discussion.

Members in conflict shall not participate in the discussion of specific motions once a motion has been made. Members in conflict shall step out of the room during a vote that impacts their specific service areas. There is no conflict of interest when voting for an entire allocations plan. Members in conflict shall not vote on service area standards for which they provide services or serve on the board of agencies that provide these services. A co-chair should be identified to assess any conflicts of interest or potential conflicts of interest in a meeting.

## **8. STAFFING**

### **8.1. Administration**

Hired staff working for the council shall be employed by Hennepin County. MDH and DHS shall contribute funding to support the operations of the council through agreements with Hennepin County.

### **8.2. Positions**

The staff of the council shall consist of the coordinator and other staff deemed necessary to carry out the purpose of the council.

### **8.3. Duties**

The coordinator shall provide day-to-day administration of the council. All additional staff shall receive direction from the coordinator. Council staff are not able to participate in formal decision-making processes. However, they have important roles to:

- a. Provide leadership and community visibility for all council efforts.

- b. Maintain council operations by the following: provide support to committees, facilitate meetings, monitor adherence to bylaws, develop work products and coordinate communication between committees and government recipients.
- c. Provide leadership for statewide HIV community planning processes including the development and communication of a strategic plan for HIV prevention and treatment services.
- d. Coordinate/conduct research and evaluation activities of the council including working with committees to develop required research and evaluation products, manage contracts to perform research and evaluation, and assure that research and evaluation results are used effectively by council in HIV community planning.
- e. Develop and implement an outreach plan to increase participation in council activities.
- f. Recruit, orient and work to retain 33+ qualified volunteers who serve as council members and community participants.
- g. Develop an annual training plan for the council and provide comprehensive training and leadership development for members.
- h. Provide leadership on public relations efforts including the development of materials that explain and promote the work of the council, Ryan White, and CDC funded HIV services, and develop a public relations plan to reach varied communities.
- i. Management tasks (e.g. scheduling meetings, support for travel to meetings, taking notes, etc.).
- j. Coordination and provision of technical assistance and logistical support.
- k. Development of meeting agendas.
- l. Assist the council in monitoring the HIV prevention and treatment planning processes.

## **9. NON-DISCRIMINATION**

No person shall be excluded from participation in council activities on the grounds of race, color, creed, religion, age, sex, disability, marital status, affectional/sexual orientation, public assistance status, ex-offender status, immigration status or national origin; and no person who is protected by applicable federal or state laws, rules, or regulations against discrimination shall be otherwise subjected to discrimination.

## **10. SPECIAL RULES OF ORDER**

Special Rule of Order One (adopted May 9, 2017)

When a matter arises that involves a potential conflict of interest, the Chair shall declare that the matter will be discussed informally for a time. The Chair shall determine when informal consideration is over, and a motion is in order. After a motion has been made, those members in conflict that represent those interests shall leave the room until the vote is taken. Those members will be listed in the minutes as having abstained from the vote. The regular rules of debate shall go into effect after the motion has been made.

Special Rule of Order Two (adopted February 9, 2021)

If there is only one candidate for Council membership, Council co-chair, or Committee co-chair, the Council members shall vote by ballot for or against the candidate. A majority of affirmative votes is required for election.