



**Minnesota HIV Services
Planning Council**

BYLAWS

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Article 1 Name

The name of this council shall be the **Minnesota HIV Services Planning Council** and is referred to in these bylaws as the “Planning Council” or “Council.”

Article 2 Legal Authority

The Planning Council was formally organized in 1995 pursuant to an Intergovernmental Agreement which created the Council. The parties to the original Intergovernmental Agreement were the Minnesota Department of Health, the Minnesota Department of Human Services, the Cities of Saint Paul and Minneapolis, and Hennepin and Ramsey Counties. The original Intergovernmental Agreement was formally adopted and signed by the Chief Elected Officials, or their representatives, of the respective governmental units or state agencies in December of 1995 and revised and amended April 1999. The Council was established to address treatment, care and advocacy issues for people infected with the Human Immunodeficiency Virus (HIV), people with a diagnosis of Acquired Immune Deficiency Syndrome (AIDS), their families, friends and caretakers. The Planning Council works in collaboration with the Hennepin County Human Services and Public Health Department, hereafter referred to as the “Part A Grantee,” to ensure comprehensive treatment, care and advocacy for persons infected and affected by HIV/AIDS in the Minneapolis/St. Paul, 13 County Part A Transitional Grant Area (TGA). The Planning Council also works in collaboration with the Minnesota Department of Human Services (DHS), hereafter referred to as the “Part B Grantee” or “DHS” to maximize treatment, care and advocacy for people living in Minnesota who are infected or affected by HIV/AIDS.

Article 3 Purpose

The Council is the planning body for funds authorized under Parts A and B of the Ryan White Comprehensive AIDS Resources Emergency (CARE) Act of 1990 and subsequent amendments and reauthorizations that support HIV/AIDS services in the Minneapolis/St Paul TGA and greater Minnesota. In 2009, the CARE Act was renamed the Ryan White HIV/AIDS Treatment Extension Act of 2009, referred to in these bylaws as the “Act.” The Planning Council shall abide by all policies set forth by the Act and subsequent amendments and reauthorizations and by the Act policies and guidance issued by the Health Resources and Services Administration (HRSA) HIV/AIDS Bureau (HAB). It is the responsibility of the Planning Council to:

- a. Conduct needs assessments
- b. Establish priorities for funding, based on needs assessments
- c. Allocate resources to those priorities
- d. Evaluate the speed and efficiency of the disbursement of funds
- e. Develop/update a comprehensive plan for the development, organization and delivery of HIV services in collaboration with state and local service providers
- f. Participate in the development of the Statewide Coordinated Statement of Need (SCSN) Assessment.
- g. Ensure broad community involvement in all phases of operations, especially in establishing community needs and priorities.

Article 4 Membership

Section 4.1 Composition

Membership on the Planning Council shall be consistent with that set forth in the Intergovernmental Agreement and by HRSA. 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. Local public health agencies
- f. Hospital planning agencies or health care planning agencies
- g. Affected communities, including people with HIV/AIDS, 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. State government (including the State Medicaid agency and the agency administering the program under Part B) (considered two separate categories)
- j. Grantees under subpart II of Part C
- k. Grantees under section 2671 (Part D) or, if none are operating in the area, representatives of organizations with a history of serving children, youth, women and families living with HIV operating in the area.
- l. Grantees under other Federal HIV programs, including but not limited to providers of HIV prevention services.
- m. Representatives of individuals who formerly were federal, state or local prisoners, were released from the custody of the penal system during the preceding three years, and had HIV/AIDS as of the date on which the individuals were released.

Section 4.2 Consumer Reflectiveness

No less than 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 Part A funds, and do not represent any such entity.
- c. Reflect the demographics of the population of individuals with HIV disease in the TGA.

In addition, at least two of these consumer representatives must publicly disclose their HIV status.

Section 4.3 Demographic Reflectiveness

The overall Council membership and consumer membership must reflect the demographics of the HIV/AIDS epidemic in the TGA.

Section 4.4 Number

The Planning Council shall have up to 30 members consistent with the requirements of the current Ryan White HIV/AIDS Treatment Extension Act of 2009.

Section 4.5 Council Member Responsibilities

Each member is expected to abide by these by-laws. The Council and its members shall comply with standards of conduct incorporated herein. In addition, each member will endeavor to be well informed about the Council's work, understand the Council's history, mission, structure and policies so that matters can be well discussed and voted upon in a thoughtful and objective manner; and consider the entire effort of the Council rather than just a specific interest. Finally, each member is expected to share relevant perspectives, skills and knowledge with fellow Council and committee members.

Each member is expected to:

- a. Serve a term of two (2) years;
- b. Attend monthly Council meetings and serve on at least one (1) standing committee;
- c. Commit to a minimum of 6-8 hours per month to Council business including attendance at Council meetings, committee meetings and preparation time; and
- 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 stipulation applies to those newly elected to the Council and those who are returning after sitting out the requisite year before reapplication/reappointment.

Section 4.6 Appointments and Terms of Service

Members of the Planning Council shall be elected by the Council and appointed, and can be removed by, the Chairperson of the Hennepin County Commissioners and the Commissioner of the Department of Human Services. The term of office for each member shall be for two (2) years. Members shall be appointed in a manner that is consistent with the Act and any Intergovernmental Agreements related to HIV services under the Act. 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. (See Addendum I: Open Nominations Process)

Section 4.7 Agency Representation

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

Section 4.8 Consecutive Terms

Planning Council members may be re-appointed to serve unlimited consecutive terms as long as they follow the Open Nominations Process, the Operations Committee recommends them for another term, and the Council elects them to a another term. Planning Council staff or a representative from the Operations Committee will contact each member of the Planning Council approximately two months prior to the end of their term to remind the member of the

expiration date of their term and inquire of their intent for an additional term. The communication will, at a minimum, include the following:

- a. A reminder of the member's termination date;
- b. A description of the options for continued service on the Council or committee; and
- c. A reminder that the member is responsible for notifying Council staff or Operations Committee co-chairs of their desire to serve an additional term if nominated and elected.

Section 4.9 Attendance Requirements

Members are required to attend regularly scheduled meetings of the Council. In addition, members are required to attend regularly scheduled meetings of their assigned Standing or Ad Hoc Committee(s) as scheduled.

Section 4.10 Removal for Non-Attendance

All Planning Council members are allowed any combination of six total absences from Planning Council meetings or their assigned committee meetings during the most recent twelve month period for which data is available. If a member accrues five total absences from Planning Council or their assigned committee meetings during the most recent twelve month period, they will automatically receive a warning letter. If a member accrues six total absences from Planning Council or their assigned committee meetings during the most recent twelve month period, they will automatically be removed from the Council and receive a letter thanking them for their service. In addition, members may also be removed for consecutive absences from meetings at either the Council or committee level. If a member accrues two consecutive absences at EITHER the Council or committee level during the most recent twelve month period for which data is available, they will receive a warning letter. If a member accrues three consecutive absences at EITHER the Council or committee level during the most recent twelve month period for which data is available, they will automatically be removed from the Council and receive a letter thanking them for their service. All letters regarding a member's attendance status will be copied to both Planning Council Co-Chairs and the co-chairs of that member's appointed committee. The final decision rests with the appointing chief elected officials. Attendance at rescheduled meetings interrupts consecutive absences but do not count as a consecutive absence for absentees.

Section 4.11 Resignation

A Planning Council member may resign by giving written notice to the Co-Chairs and/or the Council Support Staff.

Section 4.12 Vacancies

A vacancy is created when a member of the Planning Council resigns, is removed from the Planning Council, moves from the TGA or State, no longer belongs to the representative category upon which appointment was based, or is otherwise no longer able to function as a Planning Council member. When a person no longer belongs to the representative category upon which appointment was made, the Operations Committee will recommend to the Planning Council within forty-five (45) days that s/he be either reassigned to another representative category or removed from the Planning Council.

Vacancies shall be filled in a timely manner in accordance with the Open Nominations Process. When a vacancy occurs during a member's term of appointment, the Operations Committee will review the composition of the Council as changed by the departure(s). The composition of the

remaining membership will be evaluated against the representation criteria identified in Section 4.1. Such appointments will be made to fill the unexpired terms of the departing member(s) and upon completion of the unexpired term, the appointee will have the option of reapplying for membership for his or her own two-year term. If a member is elected to fill a vacancy between March 1 and August 31, the term will end the last day of February in the second year. If a member is elected to fill a vacancy between September 1 and the end of February, the term will end the last day of February the following year.

In the event a vacancy occurs in a position mandated by the Act, the Membership and Training Committee will request the appointing authority of that agency to identify a candidate, if necessary, and identify demographic representation criteria that the appointing authority should take into account when submitting a new candidate. All candidates are required to complete the Open Nominations Process.

Article 5 Leadership

Section 5.1 Council Co-Chairs

The Co-Chairs' duties and responsibilities shall include, but are not limited to:

- a. Representing the Council to the Part A and Part B Grantees, HRSA Project Officer/Staff, community stakeholders, media and the general public;
- b. Directing Council affairs as administrative officers, ensuring all federal mandates are completed in a timely manner;
- c. Advising the grantees and their representatives, along with Council support staff, of ongoing Council activities and actions;
- d. Presiding over meetings of the full Council and the Executive Committee. The presiding Co-Chair will be announced at the beginning of all Planning Council and Executive Committee meetings and any time the other Co-Chair assumes presiding responsibilities at either meeting. The presiding Co-Chair will only vote on matters of the Council and Executive Committee when his/her vote affects the outcome;
- e. Making a full report of Executive Committee actions at Council meetings;
- f. Preparing for, organizing and respectfully facilitating Council and Executive Committee meetings;
- g. Keeping the full membership informed of events requiring Executive Committee action and soliciting specific positions of the membership by telephone, facsimile or electronic mail;
- h. Demonstrating a knowledge of and adherence to parliamentary procedure;
- i. Upon recommendation of the Council, appointing committees or discharge any such committee in collaboration with the Operations Committee Co-Chairs.

Section 5.2 Term Limits and Qualifications

Council Co-Chair terms will be two years in length. Co-Chair terms will be staggered at one-year intervals with the term to begin on March 1 and end the end of February two (2) years later. Each year, only one new Co-Chair will be selected for a two-year term, such that each new Co-Chair serves one year with the more experienced previously elected Co-Chair in a second year of service. Terms of service may be extended or shortened to achieve this rotation of experienced and newly appointed Co-Chair positions. Co-Chair terms that extend beyond Planning Council terms, take precedence over the same. Co-chairs may serve two consecutive terms. In the event of a vacancy in either Co-Chair position, planning Council members will elect a new Co-Chair within one (1) month of the announced vacancy to complete the unexpired term. At least one of the Council Co-Chairs must be an individual that has openly acknowledged they are HIV positive.

Article 6 Organization

Section 6.1 Committees

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

Section 6.2 Committee Membership

Each standing and/or ad hoc committee is encouraged to nominate two co-chairs, one of whom must be a member of the Planning Council. Committee Co-Chairs should reflect the diversity of the Council membership. 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 his/her 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 Planning 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 Planning Council meetings.

Section 6.3 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 he/she is a member, if it is necessary for the member to fulfill his or her 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 Planning Council shall be:

Subsection 6.3.1 Community Voice Committee

The roles and responsibilities of the Community Voice Committee are:

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

- i. Provide a representative voice for persons living with HIV and reporting on issues and activities to the Planning Council and its committees.
- ii. Ensure HIV+ representation on the Planning Council in overall leadership, membership and committees.
- iii. Identify and recruit HIV+ members.
- iv. Provide a forum for HIV+ consumers to identify their needs, gather qualitative information and comment on services.
- e. To Educate and Train as follows:
 - i. Distribute Planning Council information to the HIV+ community.
 - ii. Provide ongoing mentoring and skills building to members to build HIV+ involvement within the Planning Council and its committees.

Subsection 6.3.2 Executive Committee

The Executive Committee is made up of the Planning Council co-chairs, the co-chair(s) of each standing committee and the co-chair(s) of any ad hoc committees. 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 Planning Council for action with support, or forward them without recommendation or comment.

The Executive Committee's roles and responsibilities are:

- a. To serve as the leadership committee, or Executive Board of the Planning Council.
- b. To take the authority to make decisions on behalf of the Council but only in the event of a crisis or emergency that prevents the full Council from meeting and only within the laws of Hennepin County and/or the State of Minnesota;
- c. To ensure that the work of all committees is within the roles and responsibilities defined in the by-laws, HRSA guidance, or any Memoranda of Understanding in effect at the time, and progresses in an orderly and integrated fashion.
- d. To develop/update the Planning Council meeting agenda.
- e. To appoint ad-hoc committees and define their roles and responsibilities.
- f. To review the performance of the Part A and Part B Grantees.
- g. To define and implement Planning Council grievance procedures.
- h. To review and revise Memorandum of Understanding with grantee(s).
- i. To perform other duties as may be required or assigned by the Co-chairs of the Planning Council or by vote of the Planning Council.
- j. Support the Planning Council's recruitment by identifying and referring applicants for membership to the Operations Committee.

Subsection 6.3.3 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 committee shall consider such other matters, as the co-chairs of the Council shall refer to it.

- a. The Grievance Committee shall consist of six persons selected as follows:
 - i. Three members elected by the Council for a term of one year, one of whom shall be an HIV+ member of the Planning Council.

- ii. The two persons serving as co-chairs of the Council; and
 - iii. 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.
- b. The three elected members and the two co-chairs shall select a committee chair from among the three elected members.
 - c. The committee has the authority to act on behalf of the Council and to bind the Council for the resolution of a grievance.
 - d. 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.
 - e. 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.
 - f. The Grievance Committee and the Council shall comply with the Grievance and Dispute Resolution Policy (Addendum II), which is attached hereto and incorporated by reference.

Subsection 6.3.4 Needs Assessment and Evaluation Committee

The roles and responsibilities of the Needs Assessment and Evaluation Committee are:

- a. To be responsible for the timely completion of ongoing qualitative and quantitative data collection, analysis and planning, which includes culturally competent community involvement, related to identifying unmet and/or under-met service needs of the HIV infected community in the state and the TGA.
- b. To be responsible, together with the grantee, for all the evaluation activities related to funding priorities and grantee progress.
- c. To establish procedures for Planning Council review of service provider performance and consumer satisfaction.
- d. To ensure that the information gained through the needs assessment and evaluation processes is presented to both the Council and the Planning and Priorities committee and utilized in the development of the priority setting and comprehensive planning process for the allocation of funds within the state and the TGA.
- e. To make regular reports to the Council on the activities of the committee, soliciting feedback and responding to input from members.
- f. To be responsible for insuring that the voices of people with HIV/AIDS are solicited and heard as the committee carries out its responsibilities.
- g. Support the Planning Council's recruitment by identifying and referring applicants for membership to the Operations Committee.

Subsection 6.3.5 Operations Committee

The roles and responsibilities of the Operations Committee are:

- a. 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.
- b. To develop/update recommendations for Council considerations related to organizational and structural changes, as needed.
- c. To review Council By-laws and recommend updates and revisions when appropriate.
- d. To review Conflict of Interest policy and monitor enforcement.
- e. To review and monitor Grievance Procedure implementation.
- f. To plan future Planning Council activities and direction, including periodic assessment, training and retreats to address the skill development needs of Planning Council members.
- g. To review and revise archival procedures and assure compliance with HRSA and Hennepin County policies and procedures and public access.
- h. To advise the Planning Council staff on the development and use of communication tools and social media. This supports other Planning Council committees to share information about public events.
- i. To implement approved policies and procedures related to the identification, recruitment, selection, retention and reappointment of Council members.
- j. To ensure orientation and training of new members.
- k. To implement approved guidelines for member participation and attendance.
- l. To implement approved policies related to the identification, recruitment, selection and retention of Council Co-Chairs.

Subsection 6.3.6 Planning and Priorities Committee

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

- a. To establish priorities:
 - i. To develop/update the priority setting/ranking process.
 - ii. To gather relevant information to support priority setting.
 - iii. To develop/update descriptions of service areas and activities.
 - iv. To develop/update allocations (budget) for full Council approval and for submission with Part A/Part B grant applications.
 - v. To provide training to Council members on priority setting process.
 - vi. To work with all committees to coordinate the solicitation of community input.
- b. To develop/update the Continuum of Prevention and Care
 - i. To develop/update continuum of care model to identify the range of HIV services needed by individuals in different stages of disease progression.
 - ii. To identify core HIV services, those services needed to support access, and other ancillary services.
 - iii. To monitor implementation of a Continuum of Prevention and Care through coordination with priority setting activities, and needs assessment and evaluation activities.

- iv. To gather community input with respect to the Continuum of Prevention and Care.
- v. To re-visit the Continuum of Prevention and Care document every two years to adjust for trends and changes in the epidemic.
- c. To develop and monitor the Comprehensive Plan
 - i. To develop/update a long range (3 year) plan to guide the development of the statewide HIV system of care, including vision and values statements which can guide decision making about resources.
 - ii. To examine major issues, which impact the provision of HIV services, including: epidemiological trends, treatment issues, financing issues, barriers to services and areas for future discussion.
 - iii. To re-examine 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 care.
- d. To coordinate activities with the Community Cooperative Council on HIV and AIDS Prevention.
- e. To provide recommendations to the Planning Council on how to allocate unobligated funds.
- f. Work with Grantees to develop and revise Standards of Care for all services areas.
- g. To make regular reports to the Planning Council on the activities of the committee, as well as solicit feedback and respond to input from Council members not on the committee.
- h. Support the Planning Council's recruitment by identifying and referring applicants for membership to the Operations Committee.

6.4 Ad Hoc Committees

The Executive Committee may create ad hoc committees to address specific needs. Ad hoc committee chairs shall be appointed by the Executive Committee and affirmed by the Planning Council and remain active until such time that the Executive Committee determines that the objectives which gave rise to their appointment have been accomplished. Ad Hoc committees will fulfill the same requirements established for standing committees.

Article 7 Meetings

Section 7.1 Quorum

A quorum of the Council must be present at any scheduled Planning Council or Planning Council 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. A member participating by such means shall count toward the presence of a quorum.

Section 7.2 Proceedings

All meetings related to the Planning 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 Planning Council office.

Section 7.3 Voting

All official acts taken by the Council shall be adopted by a majority vote of those present and voting. If absent, a Council member may specify in writing (including FAX) his or her opinion on an identified agenda item. This information will be shared with the Council by Council staff, but will not be considered a vote.

Section 7.4 Proxy Voting

Proxy Voting is allowed if the person absent notifies Council staff in writing or by phone at least one (1) hour prior to the beginning of a Council meeting. Only current Council members may serve as a proxy for other Council members. The person absent must complete the proxy form which details how they expect the proxy to vote on their behalf. Proxy votes may only be cast for the absent member on items as are presented for consideration on the proposed agenda. Proxy votes may not be cast on issues that arise during a meeting. If the proxy does not have a written statement detailing how they are expected to vote on a given issue, the proxy vote will not be counted. Members may use their proxy privilege twice in a twelve (12) month period. Proxy votes may not be cast to prioritize services. Proxy votes may not be cast in committee meetings.

Section 7.5 Parliamentary Procedure

The Council's decision making process shall be guided by Robert's Rules of Order.

Section 7.6 Actions to Address Participant Misconduct

Participants are expected to:

- Conduct business in ways that are honest, respectful of diversity, compassionate, hopeful and non-judgmental.
- Engage in the work of the Planning Council by being attentive to matters before the group, and contributing information, ideas and observations in a manner that constructively advances the work of the group.
- Take responsibility for his or her actions.
- Refrain from using language that is threatening, offensive, biased, culturally insensitive, abusive or intended to be hurtful.
- Refrain from acts or threats of violence directed at other participants.

If a participant engages in misconduct, which is behavior inconsistent with the Expectations of Conduct outlined in the Code of Conduct, the Council and/or committee co-chairs may:

- a. Provide written notification to a person detailing the offense and any potential action;
- b. Request a person to leave a meeting; or,
- c. Suspend participation and recommend that membership be revoked.

Further action may be taken by Executive Committee to address misconduct by a member of the Planning Council. Membership on the Council or one of its committees may be suspended through immediate action or written notice as specified in the Code of Conduct policy. A recommendation to revoke membership shall be advanced to the appointing authorities subsequent to reporting the action to the Council. (See Addendum III: Code of Conduct)

Article 8 Staffing

Section 8.1 Administration

Hired staff working for the Planning Council shall be employed by Hennepin County.

Section 8.2 Positions

The staff of the Planning Council shall consist of the Planning Council Coordinator and other staff deemed necessary to carry out the purpose of the Council.

Section 8.3 Duties

The Planning Council Coordinator shall provide day-to-day administration of the Planning Council as assigned by the Planning Council. All additional staff shall receive direction from the Planning Council Coordinator.

Section 8.4 Archives

Council archival records will be maintained according to the Archival Process which is attached hereto and incorporated by reference. (See Addendum IV: Archival Process)

Article 9 Non-Discrimination

No person shall be excluded from participation in Planning 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.

Article 10 Conflict of Interest

Section 10.1 Managing Potential Conflicts

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

- a. Members of the Planning Council shall, upon appointment to the council, disclose in writing all interests according to the Conflict of Interest Form which is attached hereto and incorporated by reference (See Addendum V: Conflict of Interest Form). The member is obligated to update this report any time an additional interest is identified.
- b. The Planning Council member must recuse him or herself from voting or note a conflict of interest on any matter in which he or she has 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 a member fails to identify the presence of a conflict, any Council member may remind the member of his/her conflict.
- c. If at any time the interest or interests of a Planning Council member are so significantly in conflict with the mission of the Planning Council so as to significantly limit participation, the appointing authority may remove the member from the Planning Council.

Section 10.2 Separation of Planning Council and Grant Selection

The Planning Council may not be directly involved in the administration of the Part A or Part B grants (i.e., managing provider contracts). The Planning 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.

Article 11 Compensation and Reimbursement

Section 11.1 Compensation

None of the budget or income of the Planning Council shall be distributed to, any member or officer, or any other private persons, except that the Planning 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.

Section 11.2 Reimbursement of Expenses

Nothing in the language of Section 11.1 of these by-laws is intended to prevent the Planning Council from reimbursing members for their reasonable expenses involved in attending meetings of the Planning Council and/or its Committees, per HRSA guidance. Nor shall this section prevent the Planning Council from reimbursing members for reasonable expenses by attendance at functions directed by the Planning Council to its membership. (See Addendum VI: Reimbursement Policy)

Article 12 Amendments of the Bylaws

The Planning Council shall have the power to amend or repeal bylaws, by a two-thirds vote at any meeting at which a quorum is present providing that written notice of the proposed change is given at least 20 calendar days prior to such meeting. Planning Council action on bylaws must take place at a regularly scheduled meeting of the Planning Council.

Addendum I

Open Nominations Policy

Open Nominations Process

The Operations Committee of the Minnesota HIV Services Planning Council is charged with managing the process for filling vacancies associated with expiration of member terms, resignations, and other vacancies. The Operations Committee sets criteria for filling vacancies, publicizes the recruitment process, and selects candidates for appointment to present for approval to the full Council. The committee is comprised of members of the Planning Council and Community Members, representative of the Council membership, and impartial. Impartiality is achieved by ensuring that each Planning Council member strictly adheres to the Conflict of Interest Standard included as an addendum to the Council by-laws. Oversight of the Operations Committee is the responsibility of the Council Co-Chairs in collaboration with the Executive Committee of the Council, of which the Operations Committee Co-Chairs are members.

Vacancies will be filled from a pool of candidates identified by an ongoing recruitment process conducted by the Operations Committee. The opportunity to apply for membership to the HIV Services Planning Council will be broadly publicized through: 1) community announcements and postings at AIDS service organizations; 2) communication with subcontractors and other HIV service providers; 3) notices in local HIV publications and general media publications as appropriate; 4) distributed through the use of mailing lists maintained by the Council and the Part A and Part B grantees; 5) Planning Council members and staff as well as Planning Council materials, the newsletter and website. Applications for membership will be accepted at any time, and added to the existing pool of candidates.

All interested individuals will be required to complete a standardized application provided by the Operations Committee (see attached application form). The application requests information necessary to evaluate whether the candidate meets criteria associated with the representation identified in the membership section of the by-laws. This information includes: organizational affiliation, demographic information, identification with affected community including HIV status, areas of interest, service affiliation with Part A and B funded agencies, and other skills related to supporting the work of the Council. The application form also includes open-ended questions to allow individuals to describe their experience, skills, and personal commitment to HIV/AIDS issues. Individuals requesting membership applications will be provided with a description of the role of the Council; the expectations of Council membership including the time commitment associated with attending Council meetings and participation on Council committees.

Selection process

When filling vacancies, the Operations Committee will review the composition of the remaining membership which will be evaluated against the representation criteria identified in the membership section of the by-laws. The Operations Committee will identify the criteria by which individuals in the candidate pool will be evaluated in order to achieve the desired representation.

The committee will review all active applications to identify those that meet the established criteria. If necessary, the committee members will use a ranking process to reduce the number of individuals to be considered. Members of the Operations Committee will work in teams of two, when possible, to interview all prospective applicants. Interviews will be conducted using questions developed by the Operations Committee. After discussion of the applicants' qualifications the committee members will continue a ranking process until the selection of candidates is complete.

In the event vacancies are in an agency position mandated by the Ryan White HIV/AIDS Treatment Modernization Act of 2006, the committee will request the appointing authority of that agency to identify a nominee. Members nominated by agencies mandated by law or nominated by members of the Governmental HIV/AIDS Administrative Team (GHAT) or the Intergovernmental Agreement (IGA) will complete an application. The nominees will then go through the same process followed to fill all vacancies. Persons directly managing contracts funded through Parts A and B of the Act shall not be nominated for Council membership, nor shall GHAT or IGA members who routinely present information from their agency at Planning Council meetings.

The Operations Committee will then forward the slate of potential candidates to the Executive Committee for consideration. The full slate of candidates will be presented to the Planning Council for a vote.

Council staff will construct appointment letters to candidates selected and forward to the Chair of the Hennepin County Board of Commissioners and the appropriate designee of the Minnesota Department of Human Services for signature and appointment.

Addendum II

GRIEVANCE AND DISPUTE RESOLUTION POLICY

Policy

It shall be the policy of the Minnesota HIV Services Planning Council to insure an open and equitable process of establishing HIV/AIDS service priorities and the allocation of CARE Act funds to said priorities. The goal of this policy is to develop and support procedures which will result in the fair resolution of grievances related to the priority setting and allocations process and provide a grievance process for community members, consumers, and providers of HIV/AIDS services affected by these processes. This policy and procedure is designed to assist the HIV Services Planning Council in resolving concerns, complaints and formal grievances in an expedited manner.

Procedures

1. To facilitate prevention of grievance, the HIV Services Planning Council will:
 - a. Review and monitor all aspects of the setting of service priorities and the allocation of funds to said service priorities to insure comprehensive, inclusive participation in all levels of the decision making process.
 - b. Monitor conflict of interest management at every level of the decision making process.
 - c. Provide clarity to all participants by providing frequent communication with communities affected by HIV disease, consumers of HIV/AIDS services and providers of HIV/AIDS services, a clear written explanation of all processes which establish priorities and allocate funds to service categories.
 - d. Prepare and distribute clear statements of decision making principles related to priority setting and allocation of funds to service categories.
 - e. Provide notification to all interested persons at every aspect of the priority setting and funds allocation process.
 - f. Provide opportunity for public comment prior to finalization of Planning Council priorities and fund allocation.

2. To facilitate the informal resolution of a grievance, the HIV Services Planning Council will:
 - a. Hold an annual election in March to seat the members of the Grievance Committee.
 - b. The HIV+ Planning Council Co-Chair shall serve as the Grievance Coordinator unless said Co-Chair is mentioned in the submitted grievance. In the event the HIV+ Co-Chair is mentioned in the grievance, the Grievance Committee will select a Grievance Coordinator from the committee. The Grievance Coordinator is responsible for coordinating all aspects of the grievance process.
 - c. The Grievance Committee of the HIV Services Planning Council will be available for prompt review and, if possible, resolution of grievances prior to mediation or arbitration which tax the scarce resources of the HIV Services Planning Council, their staff and the grantees. The Committee will review every grievance and will expedite and facilitate early resolution, or recommend informal mediation or arbitration.

- d. Make this grievance procedure available to all communities affected by HIV disease, consumers of HIV/AIDS services and providers of HIV/AIDS services as stakeholders in the priority setting and fund allocation process.
3. The following actions may be grieved:
 - a. All decisions relating to the priority setting process including needs assessment process, the comprehensive planning process, as well as the allocation of funds to service categories, may be grieved in accord with the policies and procedures established by the Planning Council.
 - b. Compliance with the Nominations process.
 4. The following entities and individuals may bring a grievance against the HIV Services Planning Council:
 - a. Individuals affected by HIV disease.
 - b. Consumers of HIV/AIDS related services.
 - c. HIV/AIDS service providers.
 5. A grievance shall be in writing on the Grievance and Dispute Resolution form. The grievant shall:
 - a. Specifically identify the decision to be grieved, i.e., the service priorities set, the allocation of funds to priorities.
 - b. Specifically identify the basis for the grievance, that is; the exact manner in which the grieved decision deviated from the established priorities and/or procedures.
 - c. File the grievance with the Grievance Coordinator at the address on the form within five (5) working days of action by the HIV Services Planning Council.
 - d. First request a review by the Grievance Committee. Immediate mediation, if so requested, is available only upon prior approval of the Committee. The Committee will respond to all requests within five (5) working days.
 6. Action by the Grievance Committee:
 - a. The Committee shall contact the grievant(s) promptly upon receipt of the grievance to arrange an informal session to attempt to resolve the grievance.
 - b. If the grievant or the Committee determines that the attempt to resolve the grievance or the resolution is unacceptable, they may request mediation. The Grievance Committee will issue a Notice of Right to Proceed to Mediation promptly upon termination of the informal resolution process.
 - c. The Grievance Committee and Planning Council will keep confidential any information regarding a party's grievance and only share the information with those persons or entities having a need to know.
 - d. All meetings between the Grievance Committee, the grievant and any outside mediator shall be held at a time and place that is readily accessible to the grievant.

7. Mediation:
- a. Mediation may be requested if:
 1. The Grievance Committee so approves, or
 2. The grievant is not satisfied with the resolution, if any, facilitated by the Grievance Committee, and
 3. The Committee issues a Notice of Right to Proceed, which is sent by certified mail to the grievant.
 - b. Mediation shall be requested in writing within seven (7) working days of receipt of the Notice of Right to Proceed to Mediation.
 - c. The parties to the mediation may mutually decide upon a mediator.
 - d. If the parties are unwilling or unable to decide upon a mediator, the Grievance Coordinator will refer the matter to the Center for Mediation, a professional mediator who has been previously contacted by the grantees and agreed to provide an expedited negotiation process. The mediation shall be conducted in accord with generally accepted principles of professional mediation.
 - e. The mediation shall occur within seven (7) working days of receipt of the mutual request from the parties.
 - f. The mediation shall be concluded within one (1) day unless the parties agree to an extension.
 - g. If the parties are unable to resolve the grievance through mediation within one (1) day and do not agree to an extension, the mediator shall issue a Notice of Right to Proceed to Arbitration which is sent by certified mail to the parties.
 - h. The Grievance Committee and Planning Council will keep confidential any information regarding a party's grievance and only share the information with those persons or entities having a need to know.
8. Arbitration:
- a. Upon receipt of the Notice of Right to Proceed to Arbitration, the grievant may request arbitration.
 - b. The request for arbitration shall be made within seven (7) working days.
 - c. Within seven (7) days after receipt of the written Request for Arbitration, the Grievance Coordinator will notify the Center for Mediation and request a list of arbitrators.
 - d. The parties will select arbitrators by alternately striking names from the list of arbitrators within seven (7) days. The other party may reject the grievant's choice only if the selected arbitrator was the mediator. The arbitration shall occur within ten (10) days of the selection of an arbitrator. Formal notice of the hearing shall be sent by the arbitrator to the parties at least seven (7) days in advance of the hearing date.
 - e. The arbitration hearing shall occur at a time and place that is readily accessible to the grievant.
 - f. Generally, the arbitration hearing shall be concluded within one day. The arbitrator, for good cause shown, may schedule an additional hearing to be held within seven (7) days.
 - g. Unless otherwise agreed by the parties, the award shall be rendered not later than fourteen (14) days from the date of the closing of the hearing.

Addendum III Code of Conduct

Purpose

The purpose for these policies is to:

- Provide guidance for conduct while doing the Council's work,
- Define circumstances which might call a participant's conduct into question,
- Establish procedures for addressing poor conduct.

These policies apply to participants who are members and staff serving the Planning Council and its committees as well as guests participating in meetings.

Expectations for Conduct

Participants are expected to:

- Maintain a regular attendance at Planning Council meetings.
- Participate in the work of at least one Planning Council committee and maintain a regular attendance.
- Conduct business in ways that are honest, respectful of diversity, compassionate, hopeful and non-judgmental.
- Engage in the work of the Planning Council by being attentive to matters before the group, and contributing information, ideas and observations in a manner that constructively advances the work of the group.
- Abide by the Planning Council's approved by-laws and policies.
- Takes responsibility for his or her own actions.
- Refrain from using language that is threatening, offensive, biased, culturally insensitive, abusive or intended to be hurtful.
- Refrain from acts or threats of violence directed at other participants.

Actions to Address Participant Misconduct

If a participant engages in misconduct, which is behavior inconsistent with the Expectations of Conduct, the co-chairs may:

1. Provide written notification to a person,
2. Request a person leave a meeting, or
3. Suspend participation and recommend that membership be revoked.

Each of these actions must be taken jointly by the co-chairs and represent their shared judgment. It is expected that the co-chairs will respond to incidents of misconduct in a timely fashion. It is also expected that actions will be taken based upon the nature of the violation, and not necessarily in the order in which they are presented in this policy. All actions taken will be reported to the Planning Council, and are subject to review by the Planning Council in accordance with Robert's Rules of Order.

A participant is defined as an individual attending Planning Council meetings or activities who is a Planning Council member, a Planning Council committee member, Planning Council staff, grantee staff, IGA representative, or member of an interested community or the general public.

Written Notification

A written notification may be sent to the participant describing the misconduct, specifying actions necessary to correct the violation and the time frame within which the corrective action must occur. The participant may subsequently request a meeting with the co-chairs and/or the Executive Committee to clarify the violation or to develop an alternative solution. The participant's request must be initiated within seven working days of receipt of the notification. The co-chairs and/or the Executive Committee will respond to such requests as expeditiously as possible.

Request to Leave a Meeting

In accordance with Robert's Rules of Order, a person may be requested to leave a meeting. Also in accordance with Robert's Rules of Order, committee co-chairs may take this action. The participant may subsequently request a meeting with the co-chairs and/or the Executive Committee to clarify the reason for the action. The participant's request must be initiated within seven working days of receipt of the notification. The co-chairs and/or the Executive Committee will respond to such requests as expeditiously as possible.

Suspension of Membership

Membership on the Planning Council or one of its committees may be suspended through immediate action or written notice. Also in accordance with Robert's Rules of Order, committee co-chairs may take this action. The action is to be reported at a regular meeting of the Planning Council in a timely manner. If the action to address misconduct involved a member of the Planning Council, a recommendation to revoke membership will be advanced to the appointing authorities subsequent to reporting the action to the Planning Council. The suspension of membership shall remain in effect pending final action by the appointing authorities, or an action taken by the Planning Council, in accordance with Robert's Rules of Order, to reverse the decision of the co-chairs.

Addendum IV Archival Process

Council Staff shall maintain all Council records and materials at the same location where staff are located. Council materials shall be securely archived as follows:

- The current grant year (March 1 – February 28 for Title I and April 1 – March 31 for Part B) and two previous grant year's files shall be kept on site. All previous grant years and related meeting folders shall be sent to archive and shall be returned to Staff for review after seven (7) years. Office records (attendance, correspondence, financial data, etc.) shall be maintained in the same manner.
- Member Applications shall be kept on file for a period of one year after the most recent annual election. Any application not accepted or reviewed for further consideration shall be destroyed at this time. Current member applications and contact information data are kept on site. One year after a member completes or terminates his or her term of service, their application and accompanying materials shall be destroyed.
- Planning Council Reports and Documents shall be stored as follows:
 - Current reports and documents shall be kept on site either in print or electronically for duplication and distribution as needed.
 - A minimum of one of all past reports and documents shall be kept on site either in print or electronically for reference and duplication as needed.
 - One copy of any non-Planning Council generated reports relevant to Council business shall be kept on site either in print or electronically for reference.
- All draft copies of reports shall be destroyed when the final version has been made available. All final documents shall contain the file path on the face of the document.
- All electronic files shall be stored on a secure server by grant year. A system for backup and recovery must be established and tested annually.
- Records of the Grievance Committee shall be stored on site for five (5) years beyond the date of resolution then sent to archives.
- Working files shall be kept on site at staff discretion.
- All Planning Council meeting minutes shall be certified by the Council Co-chairs and made available for public inspection within two weeks following each Council meeting. The minutes shall be posted on the Council website at www.mnhivplanningcouncil.org and shall be made available for public inspection and duplication at the Council office.

Addendum V

Conflict of Interest Policy

A conflict of interest arises when a member of the Planning 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 Planning Council. It is recognized that in this situation the member, in participating in decisions regarding a relationship between the entity and the Planning Council, cannot appropriately meet his or her responsibilities to both the entity and the Planning Council.

For purposes of this policy, the following definitions apply:

A member of the Planning Council has an interest in a particular transaction or decision if he, she, or a member of his or her immediate family;

- (a) 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 Planning Council, or
- (b) is otherwise reasonably likely to gain a significant financial or other personal benefit as a result of a decision or action of the Planning Council.

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

- (a) Members of the Planning Council shall, upon appointment to the council, disclose in writing all interests as defined previously. The member is obligated to update this report any time an additional interest is identified.
- (b) The Planning Council member must recuse him or herself from voting and note a conflict of interest on any matter in which he or she has 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.
- (c) If at any time the interest or interests of a Planning Council member are so significantly in conflict with the mission of the Planning Council so as to significantly limit participation, the appointing authority may remove the member from the Planning Council.

The Planning 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 Planning Council's administrative support services.

The Planning 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.

Addendum VI Reimbursement Policy

The HIV Services Planning Council recognizes that all of its members are making a tremendous commitment in terms of time and labor to do the work of the Planning Council. Further, the Council is dedicated to broad community participation through its membership, particularly mindful of having strong representation by people living with HIV and by people from traditionally underserved communities. Concerned that economic and logistical barriers may discourage such participation, the Council has agreed to use its funds (as allowable within Federal regulations) to reduce these barriers. People who feel that economic barriers would otherwise prevent their participation on the Council are encouraged to request reimbursement for eligible expenses.

The HIV Services Planning Council shall allocate sufficient operating funds to cover expenses incurred by Planning Council members in conjunction with their participation in the Planning Council as outlined below. Only expenses which are not otherwise covered by a member's employer are eligible for reimbursement under this policy.

In addition, community committee members who are living with HIV or are directly 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.

Allowable expenses

- 1) Travel Expenses
 - A. Mileage will be reimbursed at the current Hennepin County rate per mile on the most direct route to/from place of residence or employment.
 - B. With the exception of emergency situations, 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.
 - C. Parking cost for duration of the meeting.
 - D. 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.
 - E. Under the following situations: unsafe driving conditions, health considerations, or when travel time would otherwise be excessively late/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.

2) Lost Wages

If a member misses work and is required to lose regular wages in order to attend a Planning Council 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 his/her 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).

3. 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.

Procedure

Planning 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. Expenses will be reimbursed within 15 working days of receipt of the voucher. Under unique circumstances other reimbursement arrangements can be considered.

This policy will be reviewed annually and any extreme or unusual circumstances will be reviewed on an individual basis.

Addendum VII

Training and Conference Attendance Policy

Purpose: Throughout the year there are an array of conferences and training opportunities sponsored by government, private organizations, advocacy groups, member organizations, institutions of learning, and more. It is important that the HIV Services Planning Council maximize their participation in order to provide training and current, updated information for its members.

Policy: Information about external training and conference opportunities will be directed to the Operations Committee of the Planning Council. The Committee will review the information to:

- assess the relevance to Planning Council functions and responsibilities;
- determine whether the Committee believes the Planning Council should have a presence at the event; and
- if the Committee deems the event appropriate, they will assess the availability of fiscal resources and/or recommendations to apply for a scholarship and can secure the fiscal resources for attendance, it will forward a recommendation on to the Executive Committee for approval;

Committee Co-Chairs will present the recommendations at the Executive Committee level for consideration.

Any Council representative attending a conference on the Council's behalf will follow up with a presentation to the Council.