

**METRO ST. LOUIS HIV
HEALTH SERVICES
PLANNING COUNCIL
BYLAWS**



**Approved:
Revised: 2023**

TABLE OF CONTENTS

Article	Section	Title	Page
A		PC OVERVIEW	
	A.1	Background	1
	A.2	Name	2
	A.3	Service Area	2
	A.4	Legal Authority	2
	A.5	Mission, Vision, and Core Values	2
	A.6	Purpose	3
	A.7	St. Louis Prevention Planning Responsibilities	3
	A.8	Ryan White Act Responsibilities	3
	A.9	Definitions	5
B		MEMBERSHIP	7
	B.1	Number and Qualifications	7
	B.2	Additional Membership Requirements	8
	B.3	Membership Representation	9
	B.4	Committee Assignment/Reassignment	10
	B.5	Attendance Requirements	10
	B.6	Leave of Absence	10
	B.7	Resignation	11
	B.8	Suspension of Voting Rights	11
	B.9	Removal for Non-Attendance or Death	11
	B.10	Appointment and Terms of Office	11
	B.11	Vacancies	12
	B.12	Ex-Officio Members	13
C		LEADERSHIP AND STRUCTURE	13
	C.1	PC Co-chairs	13
	C.2	Duties of PC Co-chairs	14
	C.3	Duties of PC Committee Co-chairs	14
D		MEETINGS	15
	D.1	Compliance with State Law	15
	D.2	Public Meetings	15
	D.3	Meeting Minutes/Summaries	15
	D.4	Public Comments	16
	D.5	General Meetings	16
	D.6	Special Meetings	16
	D.7	Executive Sessions	16
	D.8	Quorum	17
	D.9	Code of Conduct	17
	D.10	Voting	17
E		COMMITTEES	17
	E.1	Executive Committee	17

	E.2	Membership and Stakeholder Engagement Committee	19
	E.3	Consumer Advocacy Committee	20
	E.4	Prevention and Care Strategy Committee	21

i

	E.5	Needs Assessment Committee	22
F		AMENDMENTS	23
	F.1	Submitting Amendments	23
	F.2	CEO's Veto Power	23
G		CONFLICT OF INTEREST	24
	G.1	Conflict of Interest Policy	24
	G.2	Compensation	26
	G.3	Reimbursement of Expenses	26
	G.4	Prohibition on Lobbying	26
H		COMPLAINTS AND GRIEVANCES	27
	H.1	Internal Complaints	27
	H.2	Grievances Regarding Planning Council Decisions	27
	H.3	Grievances Regarding Contract Awards	27

METRO ST. LOUIS HIV HEALTH SERVICES PLANNING COUNCIL BYLAWS

ARTICLE A – PLANNING COUNCIL OVERVIEW

Section A.1 Background

The Ryan White Comprehensive AIDS Resources Emergency (CARE) Act of 1990 (Public Law No.101-381), later revised as the Ryan White HIV/AIDS Treatment Extension Act of 2009 (Public Law. No.109-415) and hereinafter referred to as the "**Ryan White Act**" requires the establishment or continuation of an HIV Health Services Planning Council by the Chief Elected Official of the eligible service area. The Metro St. Louis HIV Health Services Planning Council (Planning Council) was established on November 1, 1993 by the Honorable Freeman R. Bosley, Jr., Mayor of the City of St. Louis, Missouri.

In 1995, pursuant to Executive Order 95-10, the Missouri Governor's Council on AIDS (Council) was established and charged with carrying out HIV prevention services across the state. In 2010, Missouri Executive Order 10-09 discontinued the Council and required that the Missouri Department of Health and Senior Services (DHSS) operate a Statewide HIV/STI Prevention Community Prevention Planning Group (CPPG) that is responsible for HIV/STI prevention planning and HIV/STI prevention services in the state of Missouri. The CPPG uses a structure which encompasses one official state-wide Community Planning Group with six (6) regional advisory groups. The St. Louis Regional Prevention Advisory Group (RPAG) is the designated advisory group for the St. Louis HIV Prevention Planning Region.

In May 2013, the Centers for Disease Control and Prevention (CDC) and the Health Resources Services Administration (HRSA) issued a letter in support of integrated HIV prevention and care planning groups and activities. In June 2015, CDC and HRSA jointly issued the guidance for an "Integrated HIV Prevention and Care Plan Guidance, including the Statewide Coordinated Statement of Need, CY 2017- 2021" for all CDC- and HRSA-funded HIV programs. To better support the integration of HIV prevention and care service delivery, CDC and HRSA developed this guidance with a new format to support the submission of an Integrated HIV Prevention and Care Plan, including HIV prevention and care planning activities for jurisdictions, as well as the Statewide Coordinated Statement of Need (SCSN), a legislative requirement for Ryan White HIV/AIDS Program (RWHAP) Part A and B recipients. In order to reduce the burden of planning and reporting, CDC and HRSA created this guidance to contribute to the following goals: aligning of submission dates, reducing reporting burden, leveraging resources for HIV prevention and care, utilizing integrated epidemiologic profiles, and submitting a multiyear plan that will cover a period of 5 years.

Recognizing the benefits of integrated planning in fully implementing the goals of the Integrated HIV Prevention and Care Plan Guidance, in 2015 the RPAG and Planning Council created a task force to solicit input and buy-in from key stakeholders, identify a planning group structure, and develop an implementation plan for the purpose of establishing a local HIV prevention and care planning body. This integration allows for synergy and efficiency in responding to jurisdictional needs and federal requirements pertaining to individuals living with and/or impacted by HIV/AIDS.

Section A.2 Name

The name of the organization is the Metro St. Louis HIV Health Services Planning Council, hereinafter referred to as “PC.”

Section A.3 Service Area

The area served by the PC consists of: the Missouri counties of Franklin, Jefferson, Lincoln, St. Charles, St. Louis, and St. Louis City; and the Illinois counties of Clinton, Jersey, Madison, Monroe, and St. Clair. These counties encompass both the St. Louis Transitional Grant Area under the Ryan White Part A program and the St. Louis Regional HIV Prevention Advisory Group service area under the structure of the Missouri Community Planning Group for HIV prevention planning.

Section A.4 Legal Authority

The PC serves as the Regional Prevention Advisory Group (RPAG) under the structure of the Missouri Community Planning Group for HIV prevention, and executes the duties described below. The PC also functions pursuant to Ryan White Act as the Planning Council for the Transitional Grant Area, and executes the duties described below. The PC operates in accordance with federal policies established by the HIV/AIDS Bureau (HAB) of the United States Health Resources and Services Administration (HRSA), the designated agency within the US Department of Health and Human Services that is responsible for ensuring compliance with Ryan White funding.

In accordance with the Ryan White Act, the Chief Elected Official (CEO) of the PC is the highest elected official of the county with the highest incidence of HIV/AIDS within the eligible service area. The CEO of the PC is the Mayor of the City of St. Louis. The PC, as established by the CEO, is not incorporated under the laws of the State of Missouri or any other jurisdiction.

The PC has all powers necessary, contemplated, and/or incidental to the accomplishment of the purposes set forth in Article 1, Section 1.6 of these by-laws, as authorized by the Ryan White Act. The PC does not engage in any activity prohibited under the Ryan White Act or under HAB/HRSA policies. None of the powers of the PC are exercised to carry on activities that are not in themselves in furtherance of the purposes of the Ryan White Act.

Section A.5 Mission, Vision, and Core Values

- a) **Mission:** The mission of the PC is to collaborate with community stakeholders to achieve a coordinated data-driven response to HIV/AIDS Prevention and Care Services to reduce new infections, increase access to care, improve health outcomes, and reduce health disparities in the St. Louis Metropolitan Region.
- b) **Vision:** The PC is committed to eliminating new infections and improving the health and well-being of persons impacted by HIV/AIDS, sexually transmitted diseases, viral hepatitis, and related health concerns.
- c) **Core Values:** The core values of the PC are stewardship of resources, respect for human dignity, integrity, leadership, parity, inclusion, representation, and engagement.

Section A.6 Purpose

The purpose of the PC is to plan for and design the present and future system of care for persons with HIV in a way that is comprehensive, culturally sensitive, and reflective of the metropolitan St. Louis HIV TGA community. The PC collaborates with persons and agencies providing other resources to identify and address needs, and to ensure quality, efficiency, effectiveness and continuity of care. Of special concern is the identification of unmet needs, gaps and/or barriers to services so they may be addressed and eliminated.

Section A.7 St. Louis Prevention Planning Responsibilities

The PC serves as an advisory body for the St. Louis Prevention Planning Region to the Missouri Community Planning Group. Among the key responsibilities of the PC for HIV prevention planning are:

- a) Devise mechanisms to achieve capacity development for effective community participation in the planning process.
- b) Review available epidemiological, evaluation, behavioral and social science theory, needs assessment data, and other information required for prioritizing HIV prevention needs, and collaborating with health departments on how best to obtain additional data and information.
- c) Assess existing community resources to determine the community's capability to respond to the HIV epidemic. (Resource Inventory)
- d) Identify unmet HIV/STI (sexually transmitted infection) prevention needs within defined populations through needs assessments.
- e) Prioritize HIV prevention needs by target populations and propose high priority strategies and interventions. (Priority Setting)
- f) Ensure the following topics are addressed within the Regional HIV Prevention Plan;
 1. Counseling, testing and referral services (CTRS), early intervention, primary care, and other HIV/AIDS related services
 2. STI and substance abuse prevention treatment
 3. Mental health services
- g) Evaluate the Statewide HIV Prevention Community Planning process and assess the responsiveness and effectiveness of the St. Louis Region's Plan in addressing the priorities identified in the state's Comprehensive HIV/STI Prevention Plan.
- h) Elect electing representatives and alternates to attend Missouri State CPPG Meetings.
- i) Provide the representatives at the state level with a concise view of the desires of the PC.

Section A.8 Ryan White Act Responsibilities

Among the key responsibilities of the PC are those specifically designated within the Ryan White Act for Planning Councils [Title 42 U.S.C. 300ff-12 in the United States Code]to:

- a) Determine the size and demographics of the population of individuals with HIV/AIDS, as well as the size and demographics of the estimated population of individuals with HIV/AIDS who are unaware of their HIV status;
- b) Determine the needs of such population, with particular attention to—
 1. individuals with HIV/AIDS who know their HIV status and are not receiving HIV-related services; and,

2. disparities in access and services among affected subpopulations and historically underserved communities; and,
 3. individuals with HIV/AIDS who do not know their HIV status;
- c) Establish priorities for the allocation of funds within the eligible area, including how best to meet each such priority and additional factors that a recipient should consider in allocating funds under a grant based on the—
1. size and demographics of the population of individuals with HIV/AIDS (as determined under subparagraph (A)) and the needs of such population (as determined under subparagraph (B));
 2. demonstrated (or probable) cost effectiveness and outcome effectiveness of proposed strategies and interventions, to the extent that data are reasonably available;
 3. priorities of the communities with HIV/AIDS for whom the services are intended;
 4. coordination in the provision of services to such individuals with programs for HIV prevention and for the prevention and treatment of substance abuse, including programs that provide comprehensive treatment for such abuse;
 5. availability of other governmental and non-governmental resources, including the State Medicaid plan under title XIX of the Social Security Act and the State Children's Health Insurance Program under title XXI of such Act to cover health care costs of eligible individuals and families with HIV/AIDS; and
 6. capacity development needs resulting from disparities in the availability of HIV-related services in historically underserved communities;
- d) Develop a comprehensive plan for the organization and delivery of health and support services described in Section 300ff-14 of this title (*meaning the Ryan White Act*) that—
1. includes a strategy for identifying individuals who know their HIV status and are not receiving such services and for informing the individuals of and enabling the individuals to utilize the services, giving particular attention to eliminating disparities in access and services among affected subpopulations and historically underserved communities, and including discrete goals, a timetable, and an appropriate allocation of funds;
 2. includes a strategy to coordinate the provision of such services with programs for HIV prevention (including outreach and early intervention) and for the prevention and treatment of substance abuse (including programs that provide comprehensive treatment services for such abuse);
 3. is compatible with any State or local plan for the provision of services to individuals with HIV/AIDS; and
 4. includes a strategy, coordinated as appropriate with other community strategies and efforts, including discrete goals, a timetable, and appropriate funding, for identifying individuals with HIV/AIDS who do not know their HIV status, making such individuals aware of such status, and enabling such individuals to use the health and support services described in section 300ff-14 of the Ryan White Act, with particular attention to reducing barriers to routine testing and disparities in access and services among affected subpopulations and historically underserved communities;
- e) Assess the efficiency of the administrative mechanism in rapidly allocating funds to the areas of greatest need within the eligible area, and at the discretion of the PC, assess the

effectiveness, either directly or through contractual arrangements, of the services offered in meeting the identified needs;

- f) Participate in the development of the statewide coordinated statement of need initiated by the State public health agency responsible for administering grants under part B of this subchapter of the Ryan White Act;
- g) Establish methods for obtaining input on community needs and priorities which may include public meetings, conducting focus groups, and convening ad-hoc panels; and
- h) Coordinate with Federal recipients that provide HIV-related services within the eligible area.

Section A.9 – Definitions

The following alphabetized definitions shall have the ascribed meaning when used herein, except to the extent that the context clearly requires and indicates otherwise: Absent: Not being either physically or by conference telephone in an environment or location to actively participate in PC meetings.

- a) Acquired Immunodeficiency Syndrome (AIDS): A communicable disease caused by the human immunodeficiency virus (HIV) in which the body's immune system breaks down (HRSA definition). The late stage of the illness was triggered by infection with human immunodeficiency virus [Centers for Disease Control and Prevention (CDC) definition]. Per CDC guidelines, a person receives a diagnosis of AIDS when they have a CD4 (helper T-cell) count of less than 200 and/or has certain opportunistic infections common with advanced immune deficiency.
- b) Affected: An individual or group of individuals not directly infected with HIV. May be a family member, caregiver, or person(s) having various types of relationships with a person who is infected with HIV.
- c) Aligned Consumer: A person living with HIV/AIDS within the TGA who does not meet guidelines of the Ryan White Act for being an Unaligned Consumer.
- d) Alternate Prevention Representative: One assigned Prevention Representative Alternate who does not need to be a voting PC Member, is not expected to be on all PC committees, and should be selected from the Linkage and Identify Work Group and be connected to the Region.
- e) Assessment of the Administrative Mechanism: The PC assesses the efficiency of the administrative mechanism as defined in Section 2602(b)(4)(E), which involves how rapidly funds are allocated.
- f) At-Large Member: St. Louis Regional PC membership is encouraged is required for At-large Members of the Executive Committee. At-large members will be elected by the Membership and Stakeholder Engagement Committee and the Prevention and Care Strategy Committee for a term of two-years.
- g) Center for Communicable Disease, HIV/STI & Hepatitis Services: The program within the St. Louis City Department of Health that is responsible, among other things, for administering the Ryan White Part A and Part B funds received by the TGA\
- h) Chief Elected Official (CEO): The duly elected Mayor of the City of St. Louis, Missouri, as defined in Section 2602(a)(1) of the Ryan White Act.
- i) Conflict of Interest: A PC member who serves as a director, trustee, or salaried employee, or who derives a financial or economic benefit from association with an

agency that currently receives or is a current applicant for funds allocated by the PC, is deemed to have an interest in said agency. The same conflict of interest exists if the spouse or partner of a member serves in any of these capacities.

- j) Consumer: A person living with HIV disease (PLWH) who receives HIV-related services through Part A of the Ryan White Act.
- k) Disclosure: The process by which a member openly acknowledges any real or potential conflict of interest during the course of membership on the PC. Per section 2602(b)(5)(B) of the Ryan White Act, an individual may serve on the PC only if the individual agrees that:
 - l) If they have a financial interest in an entity, is an employee of a public or private entity, or is a member of a public or private organization, and
 - 1. Such entity or organization is seeking funds from Ryan White Part A funds, then
 - 2. They will not, with respect to the purpose or service for which the entity seeks funding, participate (directly by voting or in an advisory capacity) in the process of selecting entities to receive funds for such purpose.
- m) Grants Manager: The person selected by the CEO to administer and monitor Ryan White funds received from HRSA. The Grants Manager, an employee of the Center for Communicable Disease, HIV/STI & Hepatitis Services within the St. Louis City Department of Health, is responsible for subcontracting services to vendors who provide HIV/AIDS-related health and support services to people living with HIV/AIDS.
- n) Grievance: A formal or informal expression of dissatisfaction about some aspect of PC processes, appropriation of Ryan White funds and/or implementation of Ryan White-funded programs which is brought to the attention of an entity having some responsibility for that aspect of the program. A grievance is different than an internal complaint, which documents dissatisfaction with or among PC members (*see definition below for Internal Complaint*).
- o) Health Resources and Services Administration (HRSA): The agency within the United States Department of Health and Human Services which is responsible for improving access to health care services. Within HRSA, the HIV/AIDS Bureau (HAB) is responsible for administering the Ryan White program.
- p) HIV/AIDS Bureau (HAB): The Bureau within the Health Resources and Services Administration (HRSA) of the U. S. Department of Health and Human Services (HHS) that is responsible for administering the Ryan White Act.
- q) HIV Infection: The presence of HIV in the blood stream as confirmed by the diagnostic tests prescribed by the US Centers for Disease Control and Prevention (CDC).
- r) Human Immunodeficiency Virus (HIV): A human retrovirus that attacks the immune system and causes AIDS. A person is diagnosed with HIV when HIV retroviruses or antibodies are present in the blood.
- s) Independent Review Board (IRB): An external, independent panel established to 1) review, analyze, and evaluate all applications for Ryan White funding and 2) make recommendations regarding funding for each application to the administrative agency which makes the final award decisions.
- t) Infected: An individual or a group of individuals who are diagnosed with HIV/AIDS.
- u) Internal Complaint: A complaint about the conduct of a member of the PC which may arise from within the PC or from the community at large. Such complaints may involve inappropriate behavior during meetings, authoritarian or unilateral actions of committee chairs, misrepresenting one's authority as a council member, presenting oneself as a

representative of the PC without official sanction, failure, or refusal to abide by governance rules of the council, or other behaviors that hold the council up for public censure.

- v) Member: A person who has been duly recommended by the PC to the CEO, received mayoral appointment to the PC, and taken the Oath of Office of the City of St. Louis.

- w) Parity, Inclusion and Representation: HIV prevention community planning guidance requires that planning groups be organized by and operated with central values of parity, inclusion, and representation (PIR). *Parity* refers to true equity in decision-making regardless of education, status, employment, language, or other hierarchical constructs. *Inclusion* requires that all process elements respect, reflect, and engage the diversity of participants and perspectives, at all times and without fail. *Representation* means that all relevant perspectives are present and that those representing a perspective are authentically connected to that community or experience
- x) Person Living With HIV/AIDS (PLWH): An individual diagnosed with HIV disease (HIV or AIDS).
- y) Process for Internal Complaints: The PC's process for filing and resolving internal complaints. *See Process for Internal Complaints*.
- z) Quorum: A simple majority of PC members are present for the transaction of all business. In computing quorum, vacant seats on the PC are not considered. *See Article D, Section D.8. Quorum*.
- aa) Recipient: The CEO, acting through their designated agency, the City of St. Louis Department of Health. The role of the Recipient is to carry out the distribution of Ryan White grant funds, monitor service contracts and generally oversee the proper expenditure of such funds.
- bb) Representative: An individual authorized to act in an official capacity or agent for an organization or group. cc) Request for Proposals (RFP): The process by which the Grants Manager solicits applications from persons or providing agencies who wish to be considered for contractual grants to provide eligible services.
- dd) Transitional Grant Area (TGA): A localized area which meets the HRSA requirements for having both 50,000+ residents and 1000-1999 diagnosed cases of HIV in the most recent 5-year period. A TGA, which may include counties or cities in different states, is considered a single entity for the purposes of Ryan White Part A funding. The St. Louis TGA consists of St. Louis City, St. Louis County, St. Charles, Jefferson, Warren, Lincoln, and Franklin counties in Missouri and Jersey, Madison, St. Clair, Monroe, and Clinton counties in Illinois.
- ee) Unaligned Consumer: An individual who 1) receives HIV-related services through Part A of the Ryan White Act, 2) is not an officer, employee, consultant, or significant volunteer (≥ 20 hours per week) to or for any entity that receives funding from Part A of the Ryan White Act, **and** 3) reflects the demographics of the PLWH population living within the TGA.

ARTICLE B - MEMBERSHIP

Section B.1 Number and Qualifications

The membership of the PC has no less than 15 and no more than 40 members. The number of PC members may be modified so long as, at all times, the number is sufficient to fulfill the requirements of the PC.

Per Section 300ff-12 of the Ryan White Act, not less than 33% of the PC must be individuals who 1) receive HIV-related services through Part A of the Ryan White Act, 2) are not officers, employees, or consultants to any entity that receives amounts from Part A of the Ryan White Act*, 3) do not represent any such entity, and 4) reflect the demographics of the populations of individuals with HIV/AIDS in the TGA. **With respect to membership, the above qualifications do not have any effect on entities that receive funds from grants under any of Parts B-F of the Ryan White Act but do not receive funds from grants under Part A of the Ryan White Act, on officers or employees of such entities, or on individuals who represent such entities.*

At all times, at least 2 PC seats will be filled by individuals who publicly disclose that they are HIV positive. Members must reside within the St. Louis TGA unless they are representatives in categories 10-13 of Section B.3 of these bylaws.

- a) Determination of qualification for PC membership will be based upon:
- b) Willingness, with or without assistance, to complete the standardized Application for PC Membership;
- c) Willingness and ability of the applicant to fulfill the obligation of representing one of the membership categories identified in Section B.3, including but not limited to:
 1. Status as infected or affected by HIV (in accordance with disclosure requirements in Section B.1);
 2. Knowledge of, or experience with, HIV/AIDS policy/care/prevention issues, including: knowledge of delivery system in the St. Louis TGA, or experience with or participation in community planning;
 3. Ability to represent disproportionately affected or historically underserved subpopulations, and/or geographic locations;
- d) Willingness to provide all information required by the PC Conflict of Interest Form;
- e) Willingness to serve a term of two years (*subsequent terms are allowed, contingent upon re-application and re-appointment by the CEO*);
- f) Willingness to serve on at least one Committee;
- g) Willingness to attend New Member Orientation once (approximately four hours) and PC trainings or retreats as required, and
- h) Willingness to take the Oath of Office of the City of St. Louis, as mandated after official approval by the CEO.

Section B.2 Additional Membership Requirements

- a) **Unaffiliated Consumer Representation:** Ryan White legislation requires that 33% of voting membership be unaffiliated/unaligned consumers of St. Louis TGA services.
- b) **Representativeness/Reflectiveness:** Both unaffiliated consumers and the PC as a whole should be representative/reflective of the HIV epidemic in the TGA, considering

race/ethnicity, gender, sexual orientation, and age. Membership of the PC should include members of special populations, including prevention consumers, transgender persons, IL HIV Prevention staff and Hispanic/Latinx persons. The PC should also include those disproportionately affected by HIV; including, for example, young adults who were pediatric cases, transgender persons, and/or individuals with various risk factors. PC membership should represent those who are disproportionately impacted by HIV/AIDS and include representatives from areas within the TGA that have high HIV/STI incidence/prevalence. Membership of the PC should be assessed to ensure that the membership structure achieves community and stakeholder Parity, Inclusion and Representation.

- c) **Geographic Distribution:** Unaffiliated consumers and providers should include representatives from areas with high HIV/STI incidence/prevalence from each of the 7 Missouri counties and 5 Illinois counties of the St. Louis TGA.

Section B.3 Membership Representation

Whenever possible, PC membership should include the following:

- a) As required by the Ryan White Act, 33% (13) of PC members must be unaffiliated/unaligned consumers of St. Louis TGA services and must reflect the epidemiology in the TGA.
- b) As required by the Ryan White Act nineteen (19) general members should include representatives of each of the following mandated categories:
 1. Health care providers, including federally qualified health centers;
 2. Community-based organizations serving infected and affected populations and AIDS service organizations;
 3. Social service providers, including providers of housing and homeless services;
 4. Mental health and substance abuse providers;
 5. Local public health agencies;
 6. Hospital planning agencies or health care planning agencies;
 7. Affected communities, including people with HIV or 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 subpopulations;
 8. Non-elected community leaders;
 9. State government (including the state Medicaid agency and the agency administering the program under Part B of the Ryan White Act);
 10. Recipients under Subpart II of Part C of the Ryan White Act (MO);
 11. Recipients under Subpart II of Part C of the Ryan White Act (IL);
 12. Recipients under 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 and operating in the area;
 13. Recipients under other federal HIV programs, including but not limited to providers of HIV prevention services; and
 14. Representatives of individuals who formerly were federal, state, or local prisoners, were released from the custody of the penal system during the preceding 3 years and had HIV/AIDS as of the date on which the individuals were so released.

- c) PC members represented in the mandated categories listed above, may also serve as a Missouri Prevention Representative. The duties of Missouri Representative include:
 - 1. Attending CPPG meetings as required by the Missouri Department of Health and Senior Services. This can include in person meetings and via conference call.
 - a. There may be one assigned Prevention Representative Alternate who:
 - 1. Does not need to be a voting PC member.
 - 2. Is not expected to be on all PC committees.
 - 3. Should be selected from the Early Identification of Individuals with HIV/AIDS (EIIHA) and be connected to the Region.
- d) The number of PC members from a single entity is limited to one per entity unless it is the only way to fill a legislatively mandated seat.

Section B.4 Committee Assignment/Reassignment

At time of appointment, the Membership and Stakeholder Engagement Committee assigns new members to a committee, taking into account the interests, education, and the background of the member. Any member who experiences difficulties in meeting committee attendance requirements for their assigned committee may submit a request directly to the Membership and Stakeholder Engagement Committee or through the PC Support Office to be assigned to another committee. This request should describe the difficulties experienced and must identify at least one (preferably two) options for assigning the member to a new committee. The Membership and Stakeholder Engagement Committee reserves the right to reassign members to ensure each committee has the appropriate member composition, as outlined in Section B.1. All committee co-chairs must be Planning Council members excluding the CAC.

Section B.5 Attendance Requirements

Regular attendance at PC meetings and regular attendance at one assigned committee are a requirement of continuing membership. Members are required to attend regularly-scheduled meetings of their assigned committee with the same minimum frequency as meetings of the PC.

- a) All PC Members must attend at least two-thirds of regularly scheduled PC meetings and two-thirds of regularly-scheduled committee meetings each rolling calendar year, based on the date of appointment to the PC.
- b) Members who are unable to attend regularly scheduled meetings for one of the following reasons may submit, in writing or by telephone to the PC Support office, a request for an excused absence, which, if approved, will not count against their maximum allowed absences.
 - 1. Personal sickness;
 - 2. Personal or family emergency;
 - 3. Death in the family/funeral;
 - 4. Vacation (with mandatory advanced notice); and
 - 5. Conflicting work or advocacy commitments (with mandatory advanced notice).
- c) Members are allowed a maximum of three excused absences each for PC, Executive Committee, and PC committee meetings.

Section B.6 Leave of Absence

A PC member may request a leave of absence from the Membership and Stakeholder Engagement Committee. A leave of absence may be not less than two or more than six months.

A leave of absence may be granted by a majority vote of the committee for reasons included in Section B.5 (C). A member may request a leave of absence not more than twice within a two-year period and may not request a second leave of absence before returning to service and meeting attendance requirements for a period at least equal to the previous leave of absence. If unable to return by the date originally anticipated, a member may request extension of his/her leave of absence to the maximum duration of six (6) months. If granted by a majority vote of the committee, the total period will be considered a single leave of absence. A member who is on a leave of absence shall not be counted as an active member in determining quorum. If a member is unable to return to active membership in accordance with Section B.5, after the approved end date of leave of absence (maximum of 6 months from original approval), that person may be recommended for removal from the PC by the Membership and Stakeholder Engagement Committee. If there are consecutive excused absences prior to a leave of absence request, they will be included as part of the leave.

Section B.7 Resignation

PC members may resign by:

- a) Providing written or electronic notice to Support Staff and/or one or more Co-chairs of the PC or the committee from which they are resigning; or
- b) Providing verbal notice while the PC or committee is in session with such resignation being acknowledged by the members and recorded in the minutes.

Section B.8 Suspension of Voting Rights

Based on Code of Conduct violations, the Executive Committee may vote to suspend a member's voting privileges for one to three months. If there are no issues during the suspension period, the Executive Committee may vote to reinstate the member's voting privileges. In both instances, a two-thirds majority is required.

Section B.9 Removal for Non-attendance or Death

PC members who fail to meet either PC attendance requirements or committee attendance requirements may be subject to recommendation for removal from the PC. If a member makes no contact for three consecutive months, they may also be removed. The Membership and Stakeholder Engagement Committee is responsible for reviewing current PC and committee attendance and any other circumstances that affects membership on the PC. The Membership and Stakeholder Engagement Committee will present specific recommendations to the PC for removal of members. Voting privileges for PC members who are recommended to the CEO's Office for removal will be denied while the CEO's Office is formally processing the removal request.

PC members who pass away during the course of their appointment will be removed from membership at the PC meeting following the PC's awareness of the death.

Section B.10 Appointment and Terms of Office

Members of the PC are appointed, reappointed, and can be removed by the CEO. Members are appointed via the process listed below, which is consistent both with the Ryan White Act and all Intergovernmental Agreements related to HIV services under the Ryan White Act.

- a) The PC, in accordance with the Open Nominations Process, openly solicits candidates for membership based upon the number and qualifications required in Sections B.1-B.3. The

Open Nominations Process is monitored by the Membership and Stakeholder Engagement Committee and is available on the PC's web site (<http://stlplanningcouncil.com>).

- b) The Membership and Stakeholder Engagement Committee reviews all applications biannually and determines which candidates are appropriate for recommendation to the CEO; and
- c) The PC Support Staff follows the St. Louis Regional PC Member Appointment Process outlined in the Open Nominations Process.
- d) A PC member can serve a maximum of three two-year terms, then must be off the PC for one year before applying for another two-year term. Exceptions will be made if no other representative can be identified. If an exception is made, the member must submit a written letter to the Membership and Stakeholder Engagement Committee justifying the continuation of their membership.

Section B.11 Vacancies

A vacancy is created when a member of the PC dies, resigns, is removed from the PC, moves out of the TGA, or no longer belongs to the representative category upon which appointment was based. Vacancies are filled in a timely manner in accordance with the Open Nominations Process. All appointments to fill vacancies are for a two-year term.

In the case that a vacancy occurs *only within a particular category that requires representation* (i.e., a person no longer belongs to the representative category upon which they were appointed but wishes to remain a PC member), the matter is referred to the Membership and Stakeholder Engagement Committee. The Membership and Stakeholder Engagement Committee reviews the composition of the PC, takes into consideration the representational criteria required by the Ryan White Act (identified in Section B.3 of these bylaws), and recommends to the PC within 45 days that they either be reassigned to another representative category or removed from the PC.

When a vacancy occurs *within the PC body* (i.e., a person dies, resigns, is removed from the PC, or moves out of the TGA), the Membership and Stakeholder Engagement Committee reviews the composition of the PC as changed by the leaving member and compares the current composition against the representational criteria required by the Ryan White Act (identified in Section B.3 of these bylaws). The Membership and Stakeholder Engagement Committee identifies the demographic and representational criteria by which individuals in the applicant pool will be evaluated in order to achieve the required representation and makes public the criteria by which the selection will be made, including any priorities identified by the committee.

In the event the vacancy is a *position representing an agency mandated by the Ryan White Act* (which include the legislatively-mandated categories 1-14 from Section B.3 of these bylaws) and no current applicants or members can represent that category, the Committee may request the agency or agencies whose clients, employees or contractors can represent the category to identify a candidate if necessary. The Membership and Stakeholder Engagement Committee will identify demographic representation criteria that the appointing authority should take into account when submitting a new candidate. Candidates proposed by agencies mandated by the Ryan White Act must complete an Application for PC Membership in order to provide the information necessary for the Membership and Stakeholder Engagement Committee to evaluate the impact of the

nominee on the composition of the PC. The agency's candidate will then go through the same Open Nominations process as all other applicants.

Section B.12 Ex-Officio Members

The CEO may appoint non-voting, ex-officio representatives to the PC who are given all rights of membership participation except the ability to cast votes.

ARTICLE C –LEADERSHIP AND STRUCTURE
--

Section C.1 PC Co-chairs

The leadership of the St. Louis Regional PC consists of three (3) Co-chairs. One (1) Co-chair is a representative of the regional lead prevention agency, one (1) is a voting PC member, and one (1) is a consumer of care or prevention services within the TGA. One person may not fill two Co-chair roles simultaneously. When elected as a Co-chair of a committee, that person may only serve as a Co-chair for that committee; except for PC chairs who are responsible for chairing both Planning Council and Executive Committee simultaneously.

- a) Appointed Co-chair: The regional lead agency Co-chair is appointed by the lead agent and serves an indefinite term of office. The lead agent may change this individual, as necessary. If a new Co-chair is to be assigned, written explanation will be provided to the PC and the Missouri Community Planning Group.
- b) Elected Co-chairs: PC members elect two Co-chairs from within PC membership by simple majority when a quorum is present. One of the Co-chairs must be a person publicly living with HIV disease: in the event that the PC is unable to meet this requirement, the Consumer Advocacy Work Group provides a slate of candidates to the PC as nominees for that Co-chair position.

The term of elected Co-chairs is two years: the terms are staggered at one year intervals with the term of office commencing at the October PC meeting. Each year, only one new Co-chair is selected for a two-year period, so that each new Co-chair serves one year with an experienced Co-chair (during the experienced Co-chair's second year of service). Terms of office may be extended or shortened where necessary to achieve this rotation of experienced and newly-appointed Co-chair positions. In the event of a vacancy in either of the Co-chair positions, PC members elect a new Co-chair within 2 months of the notification of vacancy: the newly-elected Co-Chair serves out only the term of the vacated position.

PC Committee Co-chairs cannot chair the same committee for more than two (2) terms equal to four (4) years. These terms can be served consecutively or non-consecutively. After two (2) terms as chair have been served, PC Committee Co-chairs must wait a year before they can be elected to serve another two (2) year term. PC Committee co-chair terms may be extended if no new co-chairs are nominated or elected to chair that committee.

Any violation of the Code of Conduct by a PC or committee Co-chair may result in severe disciplinary action, including removal from the assigned committee by a majority vote of the committee's members and/or removal from the PC by a majority vote of the PC members.

In the event of the absence of both elected Co-chairs, one or two members of the Executive Committee may fulfill all necessary roles and responsibilities. Selection should proceed in the following order:

- (1) Prevention and Care Strategy Committee Co-chairs
- (2) Needs Assessment Committee Co-chairs
- (3) Priority Setting and Resource Allocation Committee Co-chairs
- (4) Membership and Stakeholder Engagement Committee Co-chairs

Section C.2 Duties of PC Co-Chairs

The Co-chairs' duties and responsibilities include but are not limited to:

- a) Representing the PC to the Part A Recipient and Grants Manager, HRSA Project Officer/Staff, community stakeholders, media, and the general public;
- b) Directing PC affairs as administrative officers, ensuring all federal mandates are completed in a timely manner;
- c) Advising the Grants Manager, along with the PC Support Staff, of ongoing PC activities and actions;
- d) Making a full report of Executive Committee actions at PC meetings;
- e) Preparing for, organizing, presiding over and respectfully facilitating full PC and Executive Committee meetings (including developing PC and Executive Committee agendas, and certifying PC and Executive Committee minutes within the timeframes specified within these bylaws);
- f) Demonstrating a knowledge of and adherence to parliamentary procedure;
- g) Upon a majority vote of the PC, appointing or discharging special or ad-hoc work groups (including facilitating and/or actively participating on these work groups when necessary); and
- h) In collaboration with the Membership and Stakeholder Engagement Committee Co-chairs, filling standing committee vacancies or changing standing committee membership.

Section C.3 Duties of PC Committee Co-Chairs

The PC Committee Co-Chair duties and responsibilities include but are not limited to:

- a) Preparing for, organizing, presiding over and respectfully facilitating the committee (including developing committee agendas, and certifying committee minutes within the timeframes specified within these bylaws);
- b) Demonstrating a knowledge of and adherence to parliamentary procedure;
- c) Reporting back to the full PC on committee activities;
- d) Attending the Executive Committee meetings; and
- e) Participating in committee ad hoc and/or workgroup meetings, as needed.

ARTICLE D - MEETINGS

Section D.1 Compliance with State Law

All meetings of the PC, committees and other work groups are open to all members of the public unless otherwise noted in these by-laws (see Section D.7). All meetings are conducted in accordance with the Missouri Sunshine Law (Chapter 610, RSMO), the Illinois Open Meetings Act (5 ILCS 120/1), and HRSA Ryan White Open Meetings Requirements and will be governed first, by these bylaws, and in all other points of business, by Robert's Rules of Order.

Reasonable accommodation, in accordance with the Americans with Disabilities Act, will be made for persons with disabilities.

If any meeting is to be electronically or digitally recorded, an announcement to that effect is required both prior to the start of the meeting and prior to the recorded part of the meeting by the Co-chairs and/or PC Support Staff.

Section D.2 Public Meetings

In accordance with criteria established by the United States' Secretary of Health and Human Services, the meetings of the PC must be open to the public and held only after adequate notice to the public. All notifications of meetings must include the time, date, and location of the meeting.

The PC must maintain a system that provides for public written notice of all PC meetings. This includes publication of the meeting notices in local print media and through other forums accessible to the disabled (i.e., the hearing- or speech-impaired). Meetings can be held in person, online, or hybrid.

Section D.3 Meeting Minutes/Summaries

The PC keeps minutes of all proceedings including attendance and such other records as necessary to conduct business. The records, reports, transcripts, minutes, agendas, or other documents which were made available to or prepared for or by the PC are made available for public inspection and copying at a single location.

The PC, and sub-group meeting minutes must be certified by at least one Co-chair of the PC, committee, or work group within 14 days of the meeting, and made available to the public no later than seven days after the respective Co-chair has approved and returned them to PC Support Staff.

The complete and certified transcript of minutes should be available within six weeks after the meeting date and are available upon request by contacting the PC Support Staff. This does not apply to any disclosure of information of a personal nature that would constitute a clearly unwarranted invasion of personal privacy, including any disclosure of medical information or

personnel matters. The PC must take appropriate steps to guard against disclosure of personal information that would constitute an invasion of privacy including medical and other personal matters that should not be disclosed.

PC minutes must contain:

- A listing of those present (by full name, initials, or a combination thereof);
- A description of the matters discussed and conclusions and/or actions reached; and
- Copies of all reports received, issued, or approved by the PC.

Minutes and summaries are posted to the PC's website at https://www.slu.edu/publichealth-social-justice/centers_institutes/planning_council.php following their approval by the respective body.

Section D.4 Public Comment

To allow for a robust diversity of expression, time for public comment is provided at every meeting of the PC, committees, and ad hoc groups. Individuals may be limited to two minutes at the discretion of the Co-chairs (noting that when time limits are enforced, they apply to all persons speaking during that meeting's public comment time). Requests for extended time to comment on concerns should be submitted to the Co-chairs in advance of meetings: the request for extended time may be granted or denied based on the discretion of the Co-chairs.

Section D.5 General Meetings

In accordance with HRSA guidelines, PC Support Staff advertise all PC meetings in a variety of local print media at least once yearly. Public notice of all meetings is also provided by PC Support Staff at least 48 hours in advance of all meetings (including special and ad hoc meetings) via notification on the PC website (https://www.slu.edu/public-health-socialjustice/centers_institutes/planning_council.php), emails from the PC Support Office, postings in the PC Support Office, and on the printed monthly calendars that are routinely available at PC meetings.

Section D.6 Special Meetings

Special or emergency meetings may be called at the request of the CEO, the PC Co-chairs, or by consensus of any 10 members of the PC. A one-week notice must be given. In a situation which is deemed an extreme emergency by the PC Support Office, or a majority of PC Co-chairs, a phone call or an electronic measure may be conducted to ensure quorum.

Should such a meeting be called, all members shall be notified by the PC Support Staff via mail, telephone, e-mail, hand delivery, and/or fax. Whenever possible, public notice will also be posted at the PC Support Office and on the PC website (www.stlplanningcouncil.com) at least 48 hours in advance of the meeting. The call for a special meeting must state specifically the subject matter for the meeting: no other subject matters may be introduced for consideration. Absence from a special or emergency meeting is not considered as part of a member's general attendance rate, and attendance at special or emergency meetings cannot be made mandatory.

Section D.7 Executive Sessions

In accordance with the Missouri Sunshine Law (Chapter 610, RSMO) and the Illinois Open Meetings Act (5 ILCS 120/1), the PC or its committees may convene executive sessions closed

to the public to address pending litigation or personnel issues. An executive session is posted as such.

Section D.8 Quorum

A quorum must be present at all times for any business to be conducted at any meeting of the PC. A quorum for PC meetings is 51% of voting members. The presence of at least half (50%) the voting members of any committee constitutes a quorum at committee meetings.

Section D.9 Code of Conduct

- a) Meetings are conducted in an orderly manner. PC members are agents of public purpose and serve on the PC or a Committee for the benefit of the public. In their official acts, they are bound to observe the highest ethical standards and to discharge faithfully the duties of their appointment, regardless of personal consideration. They must take actions and make decisions based on their merits, objectively, without partisanship and in accordance with the conflict of interest policy. In taking action and making decisions, PC members do not discriminate on the basis of race, color, creed, national origin, sex or gender, sexual orientation, religion, or disability status, except when recruitment for membership legally requires representation from particular categories of people. All PC members are responsible for upholding and enforcing the PC Code of Conduct.
- b) The PC Code of Conduct applies to all appointed or elected members, committee members, support staff, participants, and guests. Consequences for violations of the PC Code of Conduct will be decided by the Executive committee in accordance with the guidelines established in the PC Code of Conduct.

Section D.10 Voting

- a) **General:** Each voting member is entitled to one vote each on matters requiring a formal decision. A simple majority vote of a quorum of PC members is required to determine an outcome unless otherwise indicated in these bylaws. Quorum includes 33% of the PC that is PLWH. All voting members must be present at the meeting to vote.
- b) **Proxies:** Proxy voting is not allowed at any meeting of the PC.
- c) **Other:** PC members may specify in writing (including letter, fax, or e-mail to PC Support Staff) their opinions on identified agenda items if they will not be present at the meeting: this information will be shared with the PC by PC Support Staff, but it will not be considered a vote.
- d) **Motions:** Motions may be made by any voting member and must follow parliamentary procedure set out in Robert's Rules of Order in order for them to be approved. Approval requires a simple majority. Voting will be conducted by a voice vote, but a vote by ballot, if requested by a voting member, is honored. All motions and votes are reflected in the minutes.

ARTICLE E – COMMITTEES

Section E.1 Executive Committee

a) Executive Committee Duties

The duties of the Executive Committee include but are not limited to:

1. *Overseeing the tasks of the Executive Committee's assigned work groups(s);*
2. *Determining PC meeting agendas;*
3. *Monitoring progress and timelines for meeting federally mandated responsibilities;*
4. *Overseeing all committees: Executive Committee can send action or review items to other workgroups create/assign special or ad-hoc committees, ensure that standing or other committees are interacting appropriately; and verify that standing or other committees are addressing only issues within the scope(s) of their responsibility;*
5. *Reviewing and acting on other committee recommendations: when required or desired, other standing committees may bring action items to the Executive Committee for review, modification and/or approval.*
 - a. *Executive Committee can send items back to the referring committee with additional work, send them on to the PC with its support, or send them on to the PC without a recommendation. When items are submitted to the full PC, the Executive Committee Co-chairs make a report to the full PC that describes the Executive Committee's response and any recommendations;*
6. *Taking the authority to make decisions on behalf of the St. Louis Regional PC as specifically defined and/or in a crisis;*
7. *Monitoring the budget (including Recipient expenditures by service category and PC Support Staff expenditures) throughout the year and for budget submitted by Grants Administration to HRSA;*
8. *Assisting the PC Support Staff Office with personnel issues as needed;*
9. *Overseeing the internal complaints process;*
10. *Reviewing PC submissions to be included with grant applications;*
11. *Developing recommendations regarding reallocation of funds during the program year as necessary to ensure that priority service needs are met, and Part A funds are fully expended;*
12. *Taking the primary responsibility for developing directives on how best to meet identified service priorities, in conjunction with the Consumer Advocacy Committee, the Needs Assessment Committee, and the Prevention and Care Strategy Committee.*

b) Executive Committee Work Groups

Work groups that assist the Executive Committee in accomplishing its tasks include but are not limited to:

1. Assessment of the Administrative Mechanism (AAM) Committee

The Assessment of the Administrative Mechanism (AAM) Committee is responsible for:

- a. Designating an appropriate number of qualified members to conduct the annual Assessment of the Administrative Mechanism (AAM);
- b. Recruiting those members; and
- c. Conducting the Assessment of the Administrative Mechanism in accordance with the annual planning timeline.

2. Bylaws & Membership and Stakeholder

The Bylaws Work Group is responsible for:

- a. Reviewing these bylaws and updating as appropriate;
- b. Reviewing the Conflict of Interest policy and monitoring enforcement;
- c. Reviewing and updating grievance and internal complaint policies and procedures; and
- d. Developing new PC policy documentation.

Membership & Stakeholder is responsible for:

a. Membership and Stakeholder Engagement Committee Duties

The duties of the Membership and Stakeholder Engagement Committee include but are not limited to:

- 1. Identifying community members, non-aligned PLWH, key stakeholders, and HIV service providers involved in HIV prevention and care services to participate in the process;
- 2. Managing the Open Nominations process, including recommending nominations for membership that are forwarded by PC Support Staff to the CEO's office for approval;
- 3. Reviewing and updating PC guidelines for training of new and continuing PC members (including diversity training as needed);
- 4. Reviewing and updating guidelines for training of consumer members and potential members;
- 5. Taking a primary role in leadership cultivation and succession planning within the PC;
- 6. Coordinating with the Consumer Advocacy Committee to provide training support to the PC, committees, or individual members as necessary;
- 7. Monitoring attendance requirements at PC and assigned committee meetings;
- 8. Taking a primary role in collaborating with the Consumer Advocacy Committee and PC Support Staff to hold PC recruitment events;
- 9. Coordinating with Consumer Advocacy Committee to provide outreach and engagement to PLWH and key stakeholders, and offering orientation, training, and leadership development to new and existing members;
- 10. Monitoring the attendance of designated Prevention representatives at the MO CPPG meetings in coordination with the Regional Lead Agency HIV Prevention Planner; and
- 11. Ensuring active PLWH representation on all standing, special and ad hoc committees.

HAB requires that in fulfilling its roles and responsibilities, the PC must include PLWH in all its activities. To this end, the Membership and Stakeholder Engagement Committee works to solicit PLWH input as necessary to effectively recruit and train members for PC participation in alignment with community needs.

b) Membership and Stakeholder Engagement Committee Co-Chairs, Composition, and Voting

- 1. Membership and Stakeholder Engagement Committee Co-chairs:
 - a. The Committee has two Co-chairs, one of whom should be a PLWH. Both Co-chairs are expected to attend monthly Executive Committee meetings.
- 2. Membership and Stakeholder Engagement Composition:

- a. Membership of the Membership and Stakeholder Engagement Committee is a minimum number of 7 persons. A majority of Committee members must be Planning Council members. The Committee maintains a membership target of 33% PLWH representation. Membership is as representative as possible of the local HIV epidemic.
- 3. Membership and Stakeholder Engagement Voting:
 - a. Only Membership and Stakeholder Engagement Committee members who are Planning Council members may vote during committee meetings. Meetings are open to the general public, except when the committee is reviewing membership applications.

3. Memorandum of Understanding (MOU) Work Group

The Memorandum of Understanding (MOU) Work Group is responsible for: Developing a Memorandum of Understanding (MOU) with PC Support Staff and/or Recipient when requested by a majority of active PC members; and it is a working document.

- b. At least annually, reviewing and updating existing MOUs as appropriate.

HAB requires that in fulfilling its roles and responsibilities, the PC must include PLWH in all its activities. To this end, the Executive Committee works with the Membership and Stakeholder Engagement Committee to solicit PLWH input as necessary to effectively facilitate the operation of the PC in alignment with community needs.

c) Executive Committee Co-Chairs, Composition, and Voting

1. Executive Committee Co-Chairs:

The three (3) PC Co-Chairs are the Co-Chairs of the Executive Committee.

2. Executive Committee Composition:

The Executive Committee ranges in number from 9-13 members:

- a. The three (3) St. Louis Regional PC Co-chairs;
- b. The Chair/Co-chair(s) of the Committees: (2) Member and Stakeholder Engagement Committee (2) Consumer Advocacy Committee (2) Prevention and Care Strategy Committee (2) Needs Assessment Committee; and
- c. Two (2) At-Large members:
 - 1) PC member from the Early Identification of Individuals with HIV/AIDS (EIIHA) Workgroup. **EIIHA Member at large only has voting privileges at the PC meeting and within their committee.**
 - 2) PC member from the Minority AIDS Initiative (MAI). **MAI Member at large only has voting privileges at the PC meeting and within their committee.**

3. Executive Committee Voting:

Only the Executive Committee members may vote during Committee meetings. Meetings are open to the public.

d) Executive Committee Co-chairs and At-Large Members

- 1. PC Co-chairs also serve as the chairs of the Executive Committee.

- a Only CEO appointed members (PC members) can serve (vote) on the governance committee (Executive Committee).
2. PC membership is required for At-large Members of the Executive Committee.
3. At-large members are elected by the Membership and Stakeholder Engagement Committee and the Prevention and Care Strategy Committee for a term of two years.

Section E.2 Membership and Stakeholder Engagement Committee

a) Membership and Stakeholder Engagement Committee Duties

The duties of the Membership and Stakeholder Engagement Committee include but are not limited to:

12. Identifying community members, non-aligned PLWH, key stakeholders, and HIV service providers involved in HIV prevention and care services to participate in the process;
13. Managing the Open Nominations process, including recommending nominations for membership that are forwarded by PC Support Staff to the CEO's office for approval;
14. Reviewing and updating PC guidelines for training of new and continuing PC members (including diversity training as needed);
15. Reviewing and updating guidelines for training of consumer members and potential members;
16. Taking a primary role in leadership cultivation and succession planning within the PC;
17. Coordinating with the Consumer Advocacy Committee to provide training support to the PC, committees, or individual members as necessary;
18. Monitoring attendance requirements at PC and assigned committee meetings;
19. Taking a primary role in collaborating with the Consumer Advocacy Committee and PC Support Staff to hold PC recruitment events;
20. Coordinating with Consumer Advocacy Committee to provide outreach and engagement to PLWH and key stakeholders, and offering orientation, training, and leadership development to new and existing members;
21. Monitoring the attendance of designated Prevention representatives at the MO CPPG meetings in coordination with the Regional Lead Agency HIV Prevention Planner; and
22. Ensuring active PLWH representation on all standing, special and ad hoc committees.

HAB requires that in fulfilling its roles and responsibilities, the PC must include PLWH in all its activities. To this end, the Membership and Stakeholder Engagement Committee works to solicit PLWH input as necessary to effectively recruit and train members for PC participation in alignment with community needs.

b) Membership and Stakeholder Engagement Committee Co-Chairs, Composition, and Voting

4. Membership and Stakeholder Engagement Committee Co-chairs:
 - a. The Committee has two Co-chairs, one of whom should be a PLWH. Both Co-chairs are expected to attend monthly Executive Committee meetings.

5. Membership and Stakeholder Engagement Composition:
 - a. Membership of the Membership and Stakeholder Engagement Committee is a minimum number of 7 persons. A majority of Committee members must be Planning Council members. The Committee maintains a membership target of 33% PLWH representation. Membership is as representative as possible of the local HIV epidemic.
6. Membership and Stakeholder Engagement Voting:
 - a. Only Membership and Stakeholder Engagement Committee members who are Planning Council members may vote during committee meetings. Meetings are open to the general public, except when the committee is reviewing membership applications.

Section E.3 Consumer Advocacy Committee

Mission: The mission of the Consumer Advocacy Committee is to recruit, advocate for and empower people living with HIV/AIDS in the Greater St. Louis TGA for participation in Planning Council activities. This is done in conjunction with the Planning Council Support Staff by:

1. Creating a safe place for open discussion and education about the problems and possibilities facing the HIV/AIDS community;
2. Developing and providing leadership and training for the infected and affected community; and
3. Educating the community at large about the purpose of the Planning Council within the continuum of HIV Care in the St. Louis TGA.

The Consumer Advocacy Committee supports PLWH involvement with the PC by providing outreach to and serving as liaison with consumers. The Committee helps ensure ongoing consumer input to PC activities, with special emphasis on needs assessment and the identification of individuals who know their HIV status but are not receiving regular primary medical care and/or in case management. Providing the PC with advice about issues affecting consumers is a major responsibility of this Committee.

a) Consumer Advocacy Committee Duties

The duties of the Consumer Advocacy Committee include but are not limited to:

1. Coordinating with the Membership and Stakeholder Engagement Committee in providing training support to the PC, committees, or individual members as necessary;
2. Providing consumer perspective input to needs assessment planning, and reviewing annual Needs Assessment findings in collaboration with the Needs Assessment Committee;
3. Providing consumer perspective input to the Care and Prevention Committee during the development of the TGA's Service Standards. There needs to be informative data. Providing consumer perspective input to the Executive Committee during the annual review of such;

4. Providing consumer perspective input to Executive Committee during the development of the annual PC Directives to the Recipient on how to best meet service priorities; and
5. Collaborating with PC Support Staff to arrange and advertise consumer forums.

b) Consumer Advocacy Committee Co-Chairs, Composition, and Voting 1.

Consumer Advocacy Committee Co-chairs:

- a. The Committee has two Co-chairs, one of whom must be a PC member. At least one Co-chair must be PLWH. Both Co-chairs are expected to attend monthly Executive Committee meetings, Needs Assessment, and Epi.
- b. Nominees for Co-chair must have attended at least four Consumer Advocacy Committee meetings within the past 12 months to be eligible for nomination.

2. Consumer Advocacy Committee Composition:

- a. Membership of the Consumer Advocacy Committee is a minimum of 4 PC members who will serve as mentors to Consumer Advocacy Committee's non-PC members.
- b. Non-PC membership of the Consumer Advocacy Committee is open to anyone infected/affected by HIV disease.

3. Consumer Advocacy Committee Voting:

- a. All who attend may vote. Meetings are open to PLWH and non-PLWH (including the general public.)

Section E.4 Prevention and Care Strategy Committee

a) Prevention and Care Strategy Committee

The duties of the Prevention and Care Strategy Committee include but are not limited to:

1. Overseeing the tasks of the Prevention and Care Strategy's assigned workgroups;
2. Monitoring goals and objectives of the Regional Integrated HIV Prevention and Care Plan; including the Early Identification of Individuals with HIV/AIDS and Minority AIDS Initiative plans;
3. Developing and updating the TGA's annual Service Standards;
4. Assisting the Recipient in using the Service Standards and including outcome measures as part of the Recipient's quality management program (the Recipient has the lead role in quality management and the PC has the lead role in evaluating service outcomes);
5. Developing protocols for Prevention to Care cross-referrals; and
6. Taking a lead role in developing and accessing strategies to improve the continuum of care for the TGA and reduce unmet need.
7. The PC doesn't fund prevention.

b) Prevention and Care Strategy Committee Workgroups

Workgroups that assist the Prevention and Care Strategy in accomplishing the tasks listed below:

1. Early Identification of Individuals with HIV/AIDS (EIIHA) Workgroup

- a. Taking a lead role in developing and issuing recommendations for the annual Early Identification of Individuals with HIV/AIDS (EIIHA) Plan.
- b. Reporting the progress of the EIIHA (Early Identification of Individuals with HIV/AIDS) Plan quarterly to the Prevention and Care Strategy Committee.

HAB requires that in fulfilling its roles and responsibilities, the PC must include PLWH in all its activities. To this end, the Prevention and Care Strategy Committee works to solicit PLWH input as necessary to effectively create and communicate the Service Standards in alignment with community needs.

c) Prevention and Care Strategy Committee Co-Chairs, Composition, and Voting

1. Prevention and Care Strategy Co-Chairs:

- a. The Prevention and Care Strategy Committee has two Co-chairs: one (1) Co-chair representing Prevention services and one (1) representing Care services. When possible, one Co-chair is a PLWH. Both Co-chairs are expected to attend monthly Executive Committee meetings.

2. Prevention and Care Strategy Composition:

- a. Membership of the Prevention and Care Strategy Committee is a minimum of 12 persons. A majority of Committee members must be PC members. The Committee maintains a membership target of 33% PLWH representation. Membership also includes a mix of providers and others.

3. Prevention and Care Strategy Voting:

- a. Only the Prevention and Care Strategy Committee members may vote at meetings. Meetings are open to the public.

Section E.5 Minority AIDS Initiative (MAI)

a) MAI Committee

The duties of the MAI Committee include but are not limited to:

1. Taking a lead role in developing and issuing recommendations for the annual Minority AIDS Initiative (MAI) Plan; and
2. Monitoring the progress of the Minority AIDS Initiative (MAI) Plan.

Committee Co-Chairs, Composition, and Voting

a) MAI Committee has two Co-chairs: one

1. Co-chair representing MAI services and one (1) representing Care services. When possible, one Co-chair is a PLWH. Both Co-chairs are expected to attend monthly Executive Committee meetings.

2. MAI Composition: Membership of the MAI Committee is a minimum of 7 persons. A majority of Committee members must be PC members. The Committee maintains a membership target of 33% PLWH representation. Membership also includes a mix of providers and others.

3. **MAI Voting:** Only the MAI Committee members may vote at meetings. Meetings are open to the public.

Section E.6 Needs Assessment Committee

a) Needs Assessment Committee Duties

The duties of the Needs Assessment Committee include but are not limited to:

1. Planning and coordinating the annual Needs Assessment process, including consulting with the Consumer Advocacy Committee on planning activities, and preparing a user-friendly Needs Assessment summary;
2. Providing input into the Regional Integrated HIV Prevention and Care Plan, EIIHA, and MAI plans;
3. Reviewing the TGA's annual Joint Epidemiological Profile with the PC Support Staff to determine how the information should be presented to the PC body by the Support Staff and/or appointed Regional Lead Agency Co-chair;
4. Reviewing unmet need estimates consistent with HRSA guidance;
5. Developing and refining the process for priority setting and resource allocations, overseeing the process as it is carried out by the full PC, and ensuring training on the process is provided as needed;
6. Working with the PC Support Staff to ensure that needed reports from the Recipient on service utilization and costs are available by service category to the PC;
7. Working to ensure that data is available in appropriate formats for use in priority setting and resource allocations; and
8. Working with the Recipient to ensure the availability of other funding sources is presented to the PC body as part of the priority setting and resource allocation process.

HAB requires that in fulfilling its roles and responsibilities, the PC must include PLWH in all its activities. To this end, the Needs Assessment Committee works to solicit PLWH input as necessary to effectively facilitate the needs assessment and integrated planning processes in alignment with community needs.

b) Needs Assessment Committee Work Groups

There are no workgroups currently reporting to the Needs Assessment Committee.

c) Needs Assessment Committee Co-Chairs, Composition, and Voting

1. Needs Assessment Committee Co-chairs:
 - a. The Needs Assessment Committee has two Co-chairs, both must be PC members. One Co-chair should also be a PLWH when possible. Both Co-chairs are expected to attend monthly Executive Committee meetings.
2. Needs Assessment Committee Composition:
 - a. Membership of the Needs Assessment Committee is a minimum of 10 members. A majority of committee members must be St. Louis Regional PC members. The committee maintains a membership target of 33% PLWH representation. Membership also includes a mix of providers and others.
3. Needs Assessment Committee Voting:
 - a. Only the Needs Assessment Committee members may vote during meetings. Meetings are open to the public.

ARTICLE F – AMENDMENTS

Section F.1 Submitting Amendments

The voting members of the PC have the power to make, alter, amend, and repeal the bylaws of the PC and to adopt new bylaws by garnering a two-thirds majority vote at any regular meeting of the PC, if the amendment has been submitted in writing to the PC body at least 30 days prior to the day of the vote.

Section F.2 CEO's Veto Power

A copy of such alteration, amendment, or adoption, as completed pursuant to the requirements of Section F.1, is mailed (return receipt requested) by the PC Support Staff to the CEO. The CEO has and retains veto power over any such alterations, amendments, or adoptions and may exercise such veto power within 30 days of receipt of such alterations, amendments, or adoptions, if, based upon the good-faith determination of the CEO, said provisions conflict with Ryan White Act requirements. In the event that the CEO fails to veto said alteration, amendment, or adoption within the aforementioned 30-day period, the alteration, amendment, or adoption shall be deemed a part of these bylaws.

ARTICLE G– CONFLICT OF INTEREST

Section G.1 Conflict of Interest Policy

As mandated by the Ryan White Act, a PC member who serves as a director, trustee, or salaried employee, or who derives a financial or economic benefit from association with an agency that currently receives or is a current applicant for funds allocated by the PC, is deemed to have an interest in said agency. The same conflict of interest exists if the spouse or partner of a member serves in any of these capacities.

Therefore, for the purposes of the PC, a conflict of interest is defined as an actual or perceived interest by a PC member in an action of the PC, which results or has the appearance of resulting in personal, organizational, or professional gain to the member or their partner or immediate family (e.g., siblings, children, and parents). A conflict of interest also exists for members with an interest in an agency that formerly received Part A funding or that may reasonably be expected to reapply for Part A funding in the future. A conflict of interest does apply if an Unaligned Consumer volunteers for ≥ 20 hours per week at a Part A funded entity. A conflict of interest does not apply to PLWH whose relationship to a grant-funded service provider is only as a client receiving services. A conflict of interest does not exist for members with an interest in agencies receiving or applying solely for funding through Ryan White Parts B-F.

This policy should not be construed as preventing any member of the PC from full participation in discussion and debate about community needs, service priorities, and allocation of funds to broad service categories, and from participating in the evaluation of service effectiveness. Rather, individual members are expected to draw upon their professional experiences and knowledge in such discussions (as intended by the Ryan White Act) while informing the PC membership of any real or potential conflict of interest.

a) Managing Conflicts of Interest:

All members of the PC are expected to keep their focus on directing the grant funds to meet the needs of individuals affected by HIV/AIDS in the most expeditious manner possible. In the course of duty, the PC and individual PC members manage conflicts of interest as follows:

1. To prevent the existence or the appearance of the existence of a conflict of interest, each PC member completes a Conflict of Interest Disclosure Form annually. The form is kept on file in the PC Support Office, and the information therein is provided to the Policies and Procedures Committee, which is charged with enforcing the Conflict of Interest policy. The information is also provided at all PC meetings by PC Support Staff to all members of the PC. Members must update their Conflict of Interest Disclosure form within 60 days of a change in their affiliation or the affiliation of their spouse, partner, or immediate family member (e.g., siblings, children, and parents).
2. A member with a real or potential conflict of interest with an agenda item must declare the conflict before contributing to the discussion of the item at a meeting. The declaration must be recorded in the minutes of the meeting. If a member fails to declare an applicable conflict of interest, it is the responsibility of members of the Executive Committee to bring the conflict to the attention of the PC body.
3. A member with a conflict of interest may not vote on matters that come before the PC or a Committee regarding the establishment of priorities or the allocation of funds to service categories in which an agency with which the conflicted member, spouse, partner, or immediate family member (e.g., siblings, children, and parents) is associated has obtained or will reasonably seek funds. Conflicted members may vote on an entire slate of priorities or allocations.
4. As required by the Ryan White Act [42 U.S.C. 300ff-12(b)(5)(A)], the PC may not be directly involved in the administration of Ryan White funding: this is the responsibility of the Recipient and the Grants Manager. With respect to compliance, the PC may not designate (or otherwise be involved in the selection of) particular entities as recipients of any of the amounts provided in the TGA's Ryan White Part A grant. In a practical sense, this means that in the course of PC business, members may refer to service categories and service providers in the general sense but may not specifically refer to agencies by name.
5. Questions that may arise during any meeting regarding provision of services will be directed to the Grants Manager, not directed to providers. The Grants Manager can then confer with providers as needed to answer questions during any resource allocations process.
6. Service providers and PC members with a conflict of interest will answer questions and provide factual information when asked but will not initiate dialogue about those service categories.

7. Service providers should send any relevant information about existing services or funding levels to the Grants Manager for consideration prior to any resource allocation discussion.
8. All new information about proposed services or allocations should be submitted to the PC Support Office and/or PC Co-chairs at least one month prior to any resource allocation meeting. No new information may be introduced at any resource allocation meeting except through the Grants Administration office. Any new service or funding proposals issues that arise during a meeting will be listed on a “parking lot” for future consideration by the PC but will not be discussed during the meeting. The Council Co-Chairs are responsible for ensuring these guidelines are followed.

Section G.2 Compensation

PC budget or income cannot be used to ensure the profit of (or be distributed to) any member, officer, or any other private persons, except that the PC is authorized and empowered to pay reasonable compensation for services rendered and to authorize payments and distributions in furtherance of its stated purpose.

Section G.3 Reimbursement of Expenses

Nothing in the language of Section H.1 of these bylaws is intended to prevent the PC from reimbursing members representing the affected community for their reasonable expenses involved in attending meetings of the PC and/or its committees, per HRSA guidance. This section does not prevent the PC from reimbursing members for reasonable expenses incurred by attendance at functions directed by the PC to its membership unless the member is already being compensated by another entity (such as a place of employment) for their time or service during the course at the function(s).

Section G.4 Prohibition on Lobbying

No part of the activities of the PC may involve lobbying or other attempts to influence legislation. The PC may not participate in or intervene in any political campaign on behalf of a candidate for public office, including the publishing or distribution of statements. However, the PC may provide information to legislators or other public officials at their request, and individual members of the PC may act to influence legislation so long as they do not falsely convey that they speak for or with the explicit or implicit consent of the PC.

ARTICLE H – COMPLAINTS AND GRIEVANCES
--

Section H.1 Internal Complaints

Internal complaints are filed when a person believes that a PC member has behaved in a way that violates the Member Code of Conduct. An internal complaint may be filed by PC members or by a member of the community. Participating in a complaint process is protected from retaliation under all circumstances. Complaints in relation to retaliation to another complaint is unacceptable and will not be considered.

Complaints are different from grievances: grievances are filed when a person disagrees with the financial decision-making of the council, or when a person believes the council did not properly follow the Priority Setting and Resource Allocation (PSRA) process that is required by the Health Resource Services Administration (HRSAs). Grievances are filed using the established grievance process. Internal complaints are also different from conflicts or disputes with the Recipient. Conflicts or disputes with the Recipient are filed when a person believes that a Recipient staff member acted inappropriately. Conflicts and disputes are filed using the process established by the Recipient.

Section H.2 Grievances Regarding PC Decisions

Any grievance regarding the allocation or prioritization decisions of the PC, or the required representation of the HIV-infected community, are governed by the established Grievance Procedures. These Grievance Procedures are, at all times, consistent with Ryan White Act requirements.

Section H.3 Grievances Regarding Contract Awards

All contracts for Ryan White Part A funded services are authorized by the administrative agent (Recipient) selected by the CEO to oversee the TGA's contract for Ryan White Part A grant funding. The current Recipient is the St. Louis City Department of Health. Any grievances regarding the manner in which contracts for services were consummated should be directed first to the Recipient and then, if resolution of the grievance is not obtained, to the City Counselor's Office of the City of St. Louis. Processing of any such grievances is done in accordance with standing City practices. It is not the purview of the PC or of the PC Support Office to process grievances, decisions, contracts, or allocations made by the Recipient.

Related PC Policies and Procedures

1. PC Open Nominations Process
2. Applications for PC and Committee Membership: Members and Non-Members
3. Basic Parliamentary Procedure for Meetings
4. Open Meetings Requirements: Illinois Open Meetings Act and Missouri Sunshine Law
5. Process for Internal Complaints
6. Grievance Procedures