



**Fort Lauderdale / Broward County EMA
Broward County HIV Health Services Planning Council**

200 Oakwood Lane, Suite 100, Hollywood, FL, 33020
Tel: 954-561-9681 / Fax: 954-561-9685

AD HOC BY-LAWS SUBCOMMITTEE

Meeting Agenda

September 19, 2012 at 12:30 P.M.
200 Oakwood Lane, Suite 100, Hollywood, FL, 33020

Will Spencer, Chair

***Reminder:** Meeting Attendance Confirmation Required at least 48 Hours Prior to Meeting Date*

- 1. CALL TO ORDER**
- 2. REVIEW MEETING GROUND RULES, STATEMENT OF SUNSHINE & PUBLIC COMMENT REQUIREMENTS**
- 3. WELCOME & INTRODUCTIONS**
- 4. MOMENT OF SILENCE**
- 5. APPROVALS**
 - a) Approval of Today's Agenda
- 6. PUBLIC COMMENT**
- 7. NEW BUSINESS**
 - a) Set Goals and Mission of the Subcommittee
 - b) Identify Regular Meeting Dates and Timeline for Completion of Work
 - c) Review List of By-Laws Issues Proposed to be Addressed
ACTION ITEM: As per Chair, each member will have 5 minutes to discuss the items on the list and suggest items to be added or subtracted. Chair will have 7 minutes at the end to summarize. Develop list of issues to be addressed by the Subcommittee
- 8. PUBLIC COMMENT**
- 9. REQUEST FOR INFORMATION/DATA**
- 10. AGENDA ITEMS FOR NEXT MEETING: Date: TBD; Venue: BRHPC**
- 11. ADJOURNMENT**

IMPORTANT NOTICE:

Please be aware this meeting and all information stated thereof is a matter of public record under FL's Government in the Sunshine Law (Florida Chapter 119.01). Acknowledgement of HIV status is not required, and if disclosed becomes a part of the public record

Potential Violations

SECTION 9: Each Council member shall be a member of at least one standing Committee. Failure to adhere to attendance requirements shall be grounds for removal from the Council.

By-Laws Violation:

- Jordan: Received letter from MCDC
- Abel: Serves as Chair and member of ad hoc LPAC

SECTION 5: COUNCIL AGENDAS A. Proposed motions requiring the full Council's vote shall be listed on the agenda which is sent out to members prior to the full Council meeting. **By-Laws Violation** Committees meeting between Executive meeting and full Council meeting submit motions from the floor (as part of their committee report) that have not been listed on the agenda which is sent out to members prior to the full Council meeting

Other Issues

ARTICLE VI. SECTION 1: The Council shall hold 2 or 3 Planning Council meetings annually in the community. **Comments:** *Need to hold two meetings in the community before February 28th*

SECTION 8. Designation of Alternates. There shall be a minimum of at least three persons living with HIV that reflect the demographics of the epidemic in the County who shall serve as Alternates, appointed and approved by the Broward County Board of County Commissioners.

Comments: *There are currently only two alternatives; with 5 applicants working on completing requirements. Conflicts with MCDC P&P, which says two.*

P&P Conflict: MCDC Policies and Procedures state: "There shall be a minimum of two individuals with HIV who shall serve as alternates approved and appointed by the Broward County Commission." (2/25/10)

Article VIII D. Appointment of Committee membership. Council Committee Chairs or Co-Chairs shall appoint, with the approval of the Council, the members of each committee. Except as otherwise provided by the By-Laws, a standing or ad-Hoc Committee may include members of the Council, SFAN Consortium and members of the community at large.

Comments: Committee membership should all be based on the demographics of the epidemic and consideration shall be given to race, ethnicity, self-acknowledged HIV positivity and gender.

Executive Committee

B. The Executive Committee meets to conduct business of the Council (excluding priority-setting and allocation decisions). The Executive Committee shall:

1. Set the agenda for Council meetings
2. Address Conflict of Interest issues
3. Review Membership/Council Development Committee Attendance report to identify Council members not in compliance with attendance requirements
4. Oversee the planning activities established in the comprehensive plan
5. Develop and oversee committee work plans which address comprehensive planning goals and objectives.

Joint Planning

SECTION 6: There shall be a Joint Planning Committee. A. Membership. The members of the committee shall include, but is not limited to, representatives of the Council and the Consortium. Members of the Joint Planning Committee shall include but is not limited to representatives of Part A and Part B, Part C, Part D, Part F, and Consumers. **Comments:** *Joint Planning does not include Part D or F.*

P&P Conflict: committee “will strive to include” representatives of Part C, Part D, Part F, and Consumers.

SECTION 2: Fifty percent (50%) of the members plus one shall constitute a quorum for the HIV Planning Council, Executive and Joint Priorities Committees. All others shall be fifty percent (50%) plus one (1), but with no less than 3 members voting. A majority of those Members present and voting at any meeting at which a quorum is present shall be sufficient to take action on behalf of the Council.

- This matches language in County ordinance Chapter 12 creating Planning Council. Now, our practice is that 8 are needed for quorum on a committee of 13, as opposed to 7, and that 5 are needed for a committee of 7 as opposed to 4.
- But this wording conflicts with county ordinance 1-233 on advisory boards. Language from 1-233, “The number of members needed to constitute a quorum on any advisory or other board shall be a majority of the total appointed board members.”

Article VIII. B. Committee Chairs. All Council committees shall be chaired by a member of the Council. All Joint Committees shall be co-Chaired by a Council member and Consortium member. The Council Chair shall appoint the Part A Committee Chairs of each Committee **beginning with the date of the Council Chair’s term of office**. The current Committee Chairs shall continue to serve until the new Committee Chairs are appointed. **(Should this be clarified to say committee chairs serve at the pleasure of the Council chair?)**

SECTION 8: There shall be a Membership/Council Development Committee. A. Membership. The Members of the Committee shall include, but is not limited to, representatives of the Council, **the Consortium and the community at large. (None from either).**

Issues relating to county ordinances

County ordinances Section 1-233 County boards says:

(a) (2) If the appointment is not for a fixed term, the **appointee shall serve until:**

- a. He or she is removed by the appointing/nominating Commissioner or other appointing/nominating authority, or,
- b. The sooner of 1 or 2 below:
 1. A successor is appointed or the incumbent appointee is reappointed by a newly elected or newly appointed commissioner, or,
 2. 6 months after the official date on which a newly elected or newly appointed commissioner enters office.

If the newly elected or appointed Commissioner does not reappoint the incumbent or appoint a new person to the seat within six months, the appointee’s term expires automatically and the appointee is removed.

(Does this apply to us? Are the PC appointees sponsored by a County Commissioner, and must they be removed six months after that commissioner leaves office? Language in MCDC P&P, below, says terms for Council members and alternates are at the pleasure of the appointing commissioner.)

Broward County Administrative Code Chapter 12, section 12-108 says: “The Council shall consist of not less than 20 members nor more than 35 members, to be appointed by the Board of County Commissioners.” **(By-Laws do not reflect the minimum and maximum.)**

Issues relating to HIVPC Policies & Procedures

All Committees: Should there be an addition to By-Laws saying any Committee’s proposed change in Policies & Procedures should be checked for compliance with By-Laws, and if it conflicts, what is the policy? Should the Committee ask Executive to consider a By-Laws change to allow the new P&P?

Executive “The Committee shall develop work plans **for** HIVPC committees to respond to the goals and objectives of the Comprehensive Plan ...” **(Executive does work plans, not the committees?)**

Council Meeting Agenda:

“The Executive Committee will set time limits for each agenda item for each meeting.” (**Not done now**).

“Upon expiration of the time for discussion of a particular action item, the Chair shall close the debate and call for a vote.” (**not done now**)

Joint Planning. “The committee will coordinate the gathering of public comments in conjunction with other Broward County HIV Health Services Planning Council (HIVPC) committees and activities, **including public outreach meetings.**” (**not done now**)

MCDC

The committee shall institute orientation and training programs for new and incumbent members. Orientations will be held quarterly. (**not done now**)

A member of alternate shall be deemed absent from a meeting when the member and/or alternate is not present at the meeting at least 75% of the time. (**Could be clearer: “...shall be deemed absent when the member and/or alternate is not present at the meeting for at least 75% of the meeting.”**)

The membership categories for the Council and Consortia shall be consistent with those defined in the Act. Not less than 33 percent of the Council shall be individuals who are receiving HIV-related services from Part A funded providers, are not officers, employees, or consultants to any entity that receives amounts from such a grant, and do not represent any such entity, and reflect the demographics of the population of individuals with HIV as determined annually. For purposes of the preceding sentence, an individual shall be considered to be receiving such services if the individual is a parent of, or a caregiver for, a minor child who is receiving such services. **This may not be construed as having any effect on entities that receive funds from grants under any other Act program but do not receive funds from grants under Part A, on officers or employees of such entities, or on individuals who represent such entities.** (**Very difficult sentence to understand**)

The Committee will recommend for appointment no more than 40% of the Council Members who are providers of HIV-related services who receive funds under Part A of the CARE Act. (Approved 11/19/2009) (**clearer to say “The committee will make recommended appointments so that no more than 40% of the Council Members are providers of HIV-related services who receive funds under Part A of the CARE Act.”**)

The term of office for members and alternates shall be at the pleasure of the appointing Commissioner. (**Should this be in the By-Laws for Council members?**)

Semi-annually the current membership will be evaluated for compliance with local, state and federal policies. (**not done now**)

The Membership/Council Development Committee and Broward County HIV Health Services Planning Council shall be notified of changes to representation that are by virtue of position (e.g. Medicaid). Such **changes shall be informational in nature and immediately forwarded to the Broward County Board of County Commissioners for appointment.** (**They don’t need to comply with the rule on attending three committee meetings and orientation? Seems to conflict with the following paragraph.**)

A prospective Planning Council member is required to participate in a single committee for at least three months and attend a membership orientation prior to being considered for appointment to the Planning Council. (Approved 4/2008)

Applications will be screened and rated based on:

- Ability to fulfill membership representation deficiencies/vacancies;
- Experience and expertise to fulfill a particular category of membership

- Participation on Committees;
- **Attendance at information luncheon; (Do we have these?)**

Cap on excused absences to a maximum of three per CY - This recommendation was made to the MCDC at the Part A Exec May 17, 2012. There has since been no follow up. I mentioned this to Mr. Katz a couple of times. There was no motion, what is the SOP for this?

ad Hoc By-Laws Committee Parking Lot Items

For Discussion at the next ad Hoc By-Laws Committee Meeting

1. **Attendance Policy** as stated in the Administrative Code
 - a. *HIVPC motion* to Executive: Direction on restatement of Ordinance as it pertains to attendance.

2. **Consent Item from Joint Priorities Committee 2/15/12**

Consent Item #1	To “change the committee name from Joint Priorities to Priority Setting Resource Allocation (PSRA) Committee. ”
Proposed by:	Joint Priorities Committee

3. **Consent Item from Membership/Council Development Committee 6/7/12**

Consent Item #1	To recommend to the Part A Executive Committee that the HIVPC reconvene the Ad Hoc Bylaws Committee in order to review the policy on excused absences to give the HIVPC chair more discretion in granting excused absences other than just for the four reasons stated in the bylaws.
Proposed by:	Membership/Council Development Committee

4. **Executive Committee Meeting Attendance**

When an Executive Committee member (Chair of a Committee) is non-compliant with attendance and is in jeopardy of being removed, what is the protocol?

5. **Committee Vice-Chair Role**

Does Committee Vice Chair run the committee meeting when the Chair of that Committee is not present?

6. **Reclassifying ‘ad Hoc Local Pharmacy Advisory Committee’ (LPAC) to a Standing Committee (ongoing and purposeful)**

Justification: The LPAC meets regularly to review the Ryan White Part A Pharmacy Formulary.

7. In a committee with part A Co-Chairs, do both become members of Executive and Joint Executive?
8. Member of Part A Executive made the suggestion: Should there be a maximum number of excused absences per year, such as three?
9. Question arose at Part A Executive: Should a committee or council member be marked as absent if they cannot stay for more than 75% of the committee’s stated meeting hours?
10. Add definition of “unaffiliated consumer” to each committee’s section, if appropriate.
11. If staff or a member finds that a By-law, policy or procedure is not being followed correctly, what is the procedure for reporting it and seeking to correct it?

ad Hoc By-Laws Committee Parking Lot Items

- 12.** The Council Vice Chair asks: If the Council Chair or Vice Chair is in a mandated seat and must resign from the Council because they no longer qualify for the mandated seat, what is the procedure? Grandfathered in? Put into another seat and allowed to remain in office? Special election to replace them?
- 13.** The Council Vice Chair suggests procedure for consideration: Some EMAs have Council Co-chairs rather than a Chair and Vice Chair. The Co-Chair terms last four years, and the election dates for each are staggered so that one of them is elected every two years.