

Houston Area HIV Services Ryan White Planning Council
Office of Support
Meeting Location: 1440 Harold Street, Houston, Texas 77006
832 927-7926 telephone; rwpchouston.org

MEMO

To: 2025 Operations Committee
Caleb Brown, Co-Chair
Cecilia Lignons, Co-Chair
Beatriz E.X. Rivera, Vice Chair
Kevin Aloysius
Skeet Boyle

Johnny Deal
Ronnie Galley
Mary Guidry
Bill Patterson
Arnold Portales

Tana Pradia
Ryan Rose
Yolanda Ross
Ramón Sanchez

Copy: Josh Mica
Rodriga “Rod” Avila
Glenn Urbach

Eric James
Tiffany Shepherd
Sha’Terra Johnson

From: Richon Ohafia, Director

Date: Tuesday, April 15, 2025

Re: Meeting Announcement

Happy Spring! **Please read all attached documents before arriving.** Details are as follows:

Operations Committee Meeting
1:00 p.m., Monday, April 21, 2025

Lunch will be provided to those who have a medical need and participate in person. For those who do not have a medical need, please feel free to bring a bag lunch.

In-Person Meeting Location: Bering Church, 1440 Harold Street, Houston, Texas 77006.
Enter the building from the parking lot behind the church on Hawthorne Street.

To join the Zoom meeting, click on the following link:

<https://us02web.zoom.us/j/81938771756?pwd=cnhFMHBsdTJWMTdZWmNEbjBjdG82Zz09>

Meeting ID: 819 3877 1756 Passcode: 817550

Or, use your telephone to dial in at: 346 248-7799

Please RSVP to Rod and let her know if you will or will not be participating. She can be reached at: Rodriga.Avila@harriscountytexas.gov or by telephone at 832 927-7926.

We look forward to seeing you next week!

Revised 4/18/25

Houston Area HIV Services Ryan White Planning Council

Operations Committee Meeting

1:00 pm, Monday, April 21, 2025

Please note that the use of artificial intelligence (AI) is prohibited at Ryan White sponsored meetings.

Join Zoom Meeting

<https://us02web.zoom.us/j/81938771756?pwd=cnhFMHBsdTJWMTdZWmNEbjBjdG82Zz09>

Meeting ID: 819 3877 1756

Passcode: 817550

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AGENDA

* = Handout to be distributed at the meeting

-
- I. Call to Order Caleb Brown and
Cecilia Lignons, Co-Chairs
 - A. Welcoming Remarks
 - B. Adoption of the Agenda
 - C. Adoption of the Minutes

- II. Public Comments and Announcements
(NOTE: If you wish to speak during the Public Comment portion of the meeting, please sign up on the clipboard at the front of the room. No one is required to give his or her name or HIV status. All meetings are audio taped by the Office of Support for use in creating the meeting minutes. The audiotape and the minutes are public record. If you state your name or HIV status it will be on public record. If you would like your health status known, but do not wish to state your name, you can simply say: "I am a person living with HIV", before stating your opinion. If you represent an organization, please state that you are representing an agency and give the name of the organization.)

- III. Review of Policy 500.01
 - A. Election of 2026 Officers

- IV. Review of By-laws
 - A. Review By-laws
 - B. Review of all approved policies and by-law changes by county attorney

- V. Announcements

- VI. Adjourn

OPTIONAL: Members meet with Committee Mentor Cecilia Lignons

Houston Area HIV Services Ryan White Planning Council

Operations Committee Meeting

1:00 pm, Monday March 24, 2025

Meeting Location: Bering Church and Zoom teleconference

MINUTES

MEMBERS PRESENT	MEMBERS ABSENT	OTHERS PRESENT
Caleb Brown, Co-Chair	Kevin Aloysius, excused	Josh Mica, RWPC Chair
Cecilia Ligons, Co-Chair	Johnny Deal, excused	Bri Gillis, Affiliate RWPC
Skeet Boyle	Ronnie Galley, excused	
Mary Guidry	Arnold Portales, excused	Staff
Bill Patterson	Ryan Rose, excused	Richon Ohafia, Director
Tana Pradia	Yolanda Ross, excused	Rod Avila, Community Engagement
Beatriz E.X. Rivera	Ramon Sanchez, excused	Tori Williams, Contractor

Call to Order: Cecilia Ross, Co-Chair, called the meeting to order at 1:06 p.m. and asked for a moment of reflection.

Adoption of the Agenda: **Motion #1:** *it was moved and seconded (Boyle, Patterson) to adopt the amended agenda and to include the following updates: to move the approval of the February 24, 2025 to before announcements. Motion carried unanimously.*

Approval of the Minutes: **Motion #2:** *it was moved and seconded (Boyle, Caleb) to approve the November 18, 2024 minutes. Motion carried.* Abstentions: Pradia

Public Comments: none

Old Business

Verbal updates on New Affiliate Member Trainings and Cross-training competition: The training for new Affiliate members took place in early March; it was well attended, and overall, it was a success. Also, everyone participated during the March Council meeting in the cross-training competition, although it ran longer than expected. Participants were very engaged, which contributed positively to the council meeting, as everyone had a role to play. It was noted that while the training competitions were effective, the duration was long, and it was suggested to limit the training to 30 minutes, as this session lasted over an hour.

2025 Council Training Schedule: The office of support is currently lining up the trainings you selected for the upcoming months. The training in April is essential for launching the HTBMN process. This training will involve community participation, encouraging all Council and Affiliate member as everyone is welcome to join. During the sessions, participants will be guided through essential documents and materials. The list of trainers is being finalized, and everything is on track as requested, please see attached.

Food Forms and Sign Member Statement of Confidentiality Forms: Williams reminded the committee members to complete the food forms if they require meals for any medical reasons. Another reminder by Williams is to sign the confidentiality form if haven't done so yet, as part of the Operations Committee. However, auditors are coming in June and require a confidentiality statement from all Ryan White Council members. The Council previously agreed that all discussions during recorded meetings are confidential. This is noted on your agendas and prompts for public comments. One option is for Ohafia to draft a friendly letter explaining this process and share a copy of the agenda with the auditors. After committee discussed and since the auditors would want to see the planning council members' signatures upon each one of these. ***Motion #3: it was moved and seconded (Patterson, Boyle) for every member Planning Council will be required to sign the confidentiality form.*** **Motion carried unanimously.**

Follow up on Council Procedure for hearing and approving a motion- See bylaws re: motions approved at Steering Committee meetings: From last committee meeting it was requested for the Office of Support to compile and present the relevant segments from the minutes of previous meeting. Williams walked through of the items requested, please see the attached. The Council has a policy that no motion can proceed to a vote unless the Steering Committee has approved it. It was pointed out to Williams that she gave incorrect advice, leading to a motion that was later approved. However, it was also pointed out that the issue was not the motion itself, but the process used. Please see the attached for the timeline of events based on the minutes. The motion concerns the bylaw mandating Steering Committee approval. A proposed solution is to send the incorrectly voted motion back to the Steering Committee and then to the Council for proper voting. The Open Meetings Act's 72-hour notice requirement will also need to be observed to ensure public consent before voting. ***Motion #4: it was moved and seconded (Boyle, Patterson) to send this particular motion 'on Council Procedure for hearing and approving a motion' back to the Steering committee for a vote then send to the Planning Council for a vote.*** **Motion carried.** Abstentions: Rivera and Pradia.

Additionally, discussions included amending bylaws to make the Council the final decision-maker. The committee discussed section 9.04 of the bylaws- how the Council should have the vote even if the Steering Committee votes against a decision. Currently, if the Steering Committee votes against something, it does not go to the Council. It was also noted that the bylaws are present to prevent hasty reactions. It was acknowledged to ensure that decisions do not happen without public notice, so everyone has a say. Another idea is to add an addendum saying that if someone motions for something during the meeting and it gets a second, then that motion can be added to the next meeting's agenda. ***Motion #5: it was moved and seconded (Rivera, Pradia) to amend the bylaws item section 9.04 so that it strikes the "only" and inserts the following sentence at the end of the paragraph, which would be "...this shall not exclude other items and motions from being debated and considered/voted on in regular and special meetings of the Council".*** **Motion failed.** Opposed: Boyle, Guidry, and Patterson. Abstained: Brown.

Review RW Policies 500.01 through 1200.00: The Committee members reviewed the following Ryan White Policies: 600.01, 800.01, 900.01, 1000.00, 1100.00, and 1200.00. The committee agreed as consensus to postpone the review of policy 500.01 until the next meeting. This will give the Office of Support time to provide the possible details of any proposed amendments. It was recommended that no changes be made to policies 800.01, 1000.01, 1100.00, 1200.00.

During the discussion, for policy 600.01, the committee recommends that the Council quorum remain at 30%. The language in lines 48 and 109 about using proxies during committee meetings

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seems to contradict itself. Under the 'Voting' section, it does allow committee members to delegate their voting responsibilities to someone else. The committee agreed to accept the change suggested by Staff/Ohafia, which is to add, "The only allowable proxy is alternate participation as mentioned in line 48 of this policy."

The Committee also discussed Council attendance and agreed that reviewing it only once a year is not effective. Since the policy states that if a member misses more than four meetings, an action plan should be implemented, but there seems to be no follow-up for the rest of the year. It was decided that the Operations Committee would review attendance records throughout the year. In addition, it was requested to have the attendance records from last year, especially for current council members, to discuss with the Committee members.

For petty cash policy 900.01, staff recommended to add text that says, "Per the letter from HRSA dated 12/06/2022 regarding Consumer Incentives the Houston Planning Council is to provide consumers with a meal (when medically necessary) and reimburse consumers for transportation to and from Ryan White related meeting or event and childcare needed during Ryan White related meeting." Additionally, when presenting the 'Food form', Affiliate committee members and LEAP/VIDA students will be asked each year if they have any medical reasons for taking food with their medication. If they answer yes, these individuals will be provided with a meal. Those who do not have a medical necessity will be encouraged to bring a packed lunch or dinner during meal times at the meetings.

More recommendations for policy 900.01 are for line 58, which refers to "cabs", but staff suggest using the terms 'cabs/car service' for clarity. Additionally, under the "Meals" section, it would be helpful to reiterate, "See above for information," to refer to the important note that meals now also refer to those involving medical needs.

Williams also provided some important reminders regarding petty cash: It's important to be aware that there are limits on petty cash spending for Ryan White Council and Affiliate members, especially since more people this year are serving on multiple committees. Please keep in mind that there are maximum reimbursement rates each year. If an exemption is necessary, these members should request a waiver from the Operations Committee. ***Motion #6: it was moved and seconded (Brown, Rivera) to accept the changes and recommendations to the policies discussed.*** **Motion carried unanimously.**

Approval of the February 24, 2025 Minutes: *Motion #7: it was moved and seconded (Brown, Boyle) to approve the February 24, 2025 minutes.* Motion carried unanimously.

Announcements: none

Adjournment: ***Motion #8: it was moved and seconded (Brown, Rivera) to adjourn the meeting at 2:58 p.m.*** **Motion carried unanimously.**

Submitted by:

Approved by:

Richon Ohafia, Director

Date

Committee Chair

Date

9-16-24 Committee Approved and held until the 2025 since it relates to the 2026 Election:

Election of 2025 Officers: Williams reminded the committee that it is time to start the process for electing the FY 2025 Ryan White Planning Council officers. After some discussion about allowing members to be nominated the day of the election, the following motion was made:

Motion #7: *it was moved and seconded (Deal, Starr) to close the slate at the end of the November Steering Committee meeting and not reopen it the day of the election. Justification:* *This way the entire slate of nominees will be announced 30 days in advance of the election, per the election policy. Since the election process for 2025 officers has already started, the policy will start when it is time to elect 2026 officers. Motion carried.* Against: Rose.

HOUSTON AREA HIV HEALTH SERVICES RYAN WHITE PLANNING COUNCIL

EST. JUL 15, 1998

REV NOVEMBER 14, 2019

POLICY No. 500.01

ELECTION OF OFFICERS, ELECTION OF COMMITTEE CHAIRS, DUTIES OF OFFICERS & CHAIRS

1 **PURPOSE**

2
3 This policy establishes the guidelines by which the officers of the Houston Area HIV Health
4 Services Ryan White Planning Council will be elected. In addition, this outlines and defines the
5 duties of RWPC Officers and duties of the Chairs of each of the Standing Committees. (See RWPC
6 Policy No.400.01)
7

8 **AUTHORITY**

9
10 Bylaws (01/18) Article V, Sec5.01 - Sec5.06 ensures that the nomination and selection of officers
11 and committee chairs will be in accordance with those principles.
12

13 **DEFINITIONS**

14
15 Ryan White Planning Council Officers refers to the positions of Chair, Vice Chair, and Secretary.
16

17 **PROCESS**

18
19 Nominations for officers may be submitted to the Planning Council Support Staff up until the end
20 of the November Steering Committee meeting. After this time, nominations are added from the
21 floor the day of the election. Nominations for officers will be announced at least one month prior
22 to the December Houston Area HIV Health Ryan White Planning Council meeting. Any member
23 may submit a nomination for themselves or another member for a specific office. Before the
24 December Steering Committee meeting, each candidate must submit to the Office of Support a
25 brief written description of their qualifications for the office they are seeking and prepare a short
26 presentation describing their qualifications.
27

28 The annual election will be held at the December RWPC meeting. Before the election takes place,
29 members will be reminded that any member can ask for a call vote if that is their preference. If
30 paper ballots are used, voters must print their name on their ballot before submitting. If voter does
31 not print their name on the ballot, the ballot will be disqualified and not included in the election
32 results. Paper ballots are to be stored in a fire proof safe in the Office of Support for twelve months
33 after the election so that they can be accessed by anyone who wishes to review them. During the
34 election, the Operations Committee will announce the slate of nominees, which will include but
35 not be limited to, each candidate verbally expressing their interest in and qualifications for the
36 office they are seeking. Typically, election to office will be by written ballot unless there is only
37 one candidate running for a specific office. A simple majority vote will be required for election.
38 (Per letter from Judge Eckels dated 12-13-00: "As in any political election, the number of

39 candidates is not regulated. Following the first vote in the race, if one candidate has not received
40 the majority, a run-off election is held between the two candidates receiving the most votes. The
41 Council may accept nominations for the slate of officers that exceeds two candidates and may
42 receive nominations from the floor regardless of the number of candidates already nominated.”)
43 Each member of the Council shall be entitled to one vote on any regular business matter coming
44 before the Council. A simple majority of members present and voting is required to pass any
45 matter coming before the Council except for that of proposed Bylaw changes, which shall be
46 submitted (in written form) for review to the full Council at least fifteen (15) days prior to voting
47 and will require a two-thirds (2/3) majority for passage. The Chair of the Council shall not vote
48 except in the event of a tie. The election of the officers will be done one at a time in the following
49 order: Chair, Vice-Chair, and Secretary.

50

51 **QUALIFICATIONS FOR RWPC OFFICERS:**

52 Ryan White Part A or B or State Services funded providers/employees/subcontractors/Board
53 Members and or employees/subcontractors of the Grantee(s) shall not be eligible to run for office
54 of Chair of the Ryan White Planning Council. Except as otherwise required by the Ryan White
55 Program, staff representing the Office of Support and Part A and B administrative agencies cannot
56 serve as members of the Ryan White Planning Council. Staff representing these entities is
57 requested to attend Council, committee and other meetings when work products are being
58 developed and approved.

59

60 Candidates will have served as an appointed member of the RWPC for the preceding twelve (12)
61 months and, if needed, have been reappointed by the CEO. If subsequent to the election, the Chair
62 of the RWPC becomes a provider/employee of a subcontractor/Board member of a
63 subcontractor/of the Grantee, they shall be immediately removed from office. A new election will
64 be held to fill any open positions. In the event of a mid-year election, once an officer has vacated
65 a position, a call to accept nominations will be announced at the Steering Committee meeting
66 immediately following the resignation. Nominations for the vacated position may be submitted to
67 the Planning Council Support Staff up until the end of the following Steering Committee meeting
68 (approximately 30 days after the call for nominations). At this time, Office of Support staff will
69 distribute the slate of nominees to all members of the Planning Council. After the close of the
70 Steering Committee meeting, nominations can only be added from the floor the day of the election,
71 which will take place at the Council meeting approximately seven days after the slate of nominees
72 is closed at the Steering Committee meeting. At all times, any one of the three officers must be a
73 self-identified person living with HIV.

74

75 **ATTENDANCE REQUIREMENTS FOR RWPC OFFICERS:**

76 If an officer of the Ryan White Planning Council misses three, unexcused consecutive meetings
77 of the Steering Committee and Planning Council, they must step down as an officer and an election
78 will be held to fill the position. (Example: an officer must step down if they do not contact the
79 Office of Support and request an excused absence and if they miss the October Steering
80 Committee, October Planning Council and the November Steering Committee meetings.) Staff is
81 asked to remind nominees for officer positions of this new requirement. And, when presenting
82 their qualifications to the Council before an election, nominees must state that, to the best of their
83 knowledge, they will not have difficulty meeting this additional attendance requirement.

84

85 **DUTIES OF OFFICERS:**

86 The officers of the RWPC will be responsible for the following:

87 **Chair:** Chief Executive Officer of the Council; preside at all meetings of the Council;
88 appoint Standing Committee Chairs; represent (or designate a representative to
89 serve) on behalf of the Council at meetings, conferences, etc. where “Council
90 representation” is requested. Chair assigns committee participation of Council
91 members, and performs such other duties as are normally performed by a chair
92 of an organization or such other duties as the Council may prescribe from time
93 to time. The Chair will be responsible for correspondence to members regarding
94 attendance and participation issues. The Chair will also sign and date the final
95 version of the minutes as indication of PC approval. The Chair of the Council
96 is an ex-officio member of all committees (standing, subcommittee, and work
97 groups). Ex-officio means that they are welcome to attend and is allowed to be
98 a part of committee discussion. They are not allowed to vote. In the absence
99 of the Chair of the Council, the next officer will assume the ex-officio role with
100 committees.

101
102 **Vice Chair:** Preside at meetings of the Council in the absence of the Chair. Perform such
103 other duties as the Chair may designate or the Council shall prescribe from time
104 to time. Performs the above duties in the absence of the Chair.

105
106 **Secretary:** The position of Secretary will oversee the following tasks:
107 1. The Secretary will ensure that minutes are taken, approved, and filed as
108 mandated by the Ryan White Program.
109 2. Keep an up-to-date roll of PC members. The PC Operations Committee
110 (RWPC Policy 400.01) will file membership management reports with the
111 Secretary for presentation to the PC.
112 3. Call the roll call vote, noting voting and will announce the results of the roll
113 call vote. The Secretary will monitor voting for possible conflicts of interest
114 (COI), the Secretary will process inquiries into votes made in COI.
115 4. Keep a copy of the RWPC Bylaws and other relevant Policies and
116 Procedures at the PC meetings, and will provide the Council with
117 clarification from the Bylaws and Policies & Procedures, as requested.
118 5. Keep a record of all committees of the PC. When (if) new committees are
119 established, the Secretary will assure or cause to be assured the actual
120 formation and implementation of the new committees.
121 6. Be responsible for notification of specially called PC meeting,
122 corresponding to the members as required by the Bylaws.

123
124
125 **COMMITTEE CHAIRS:**

126 Committee Chairs will be appointed by the Planning Council Chair. Committee Chairs must be
127 members of the PC for at least one year. If committee leadership is not available from among PC
128 members with at least one year’s service, the Chair may seek leadership among remaining PC
129 members. The Standing Committee Chairs will preside at all meetings of their respective
130 committees. The Committee Vice Chair shall preside at all committee meetings in the absence of

131 the Chair. If neither are present, committee members shall use consensus to select another
132 committee member to chair that particular meeting. The Committee Chairs are responsible for the
133 execution of the duties prescribed herein (see RWPC Policy 400.01) for the Committees and for
134 such other duties as may be prescribed by the Chair of the Council or the Council from time to
135 time. The Committee Chairs are responsible for the recording of or cause to be recorded all
136 deliberations undertaken by each respective Committee. Copies of all approved minutes are
137 available from the Office of Support (832-927-7926). Minutes from full Council meetings are
138 available on the PC website (rwpcHouston.org) once the draft copy has been approved by the Chair
139 of the Council.

**BYLAWS of the
HOUSTON AREA HIV HEALTH SERVICES
RYAN WHITE PLANNING COUNCIL
Revised October 14, 2021**

ARTICLE I

Establishment, Definitions and Purposes

Section 1.01. Establishment. The Ryan White Comprehensive AIDS Resources Emergency Act of 1990, 42 USC §300ff et. seq. (West 1991 & Supp. 1997),), later revised as the Ryan White HIV/AIDS Treatment Extension Act of 2009, requires the establishment of an HIV health services planning council by the chief elected official of the eligible area involved, as defined in §300ff 12(a)(1) of the Act. The County Judge (as hereinafter defined) has established the Ryan White Comprehensive AIDS Resources Emergency Act HIV Health Services Planning Council in conformity to Section §300ff 12(a)(1) of the Act. The Council, as established by the County Judge, is not incorporated under the Laws of the State of Texas or any other jurisdiction.

Section 1.02. Definitions. The following definitions shall have the ascribed meaning when used herein, except to the extent the context hereof clearly requires and indicates otherwise:

“Acquired Immune Deficiency Syndrome” (AIDS) is defined by the current criteria established by the Centers for Disease Control (CDC).

“Act” is defined as the Ryan White Comprehensive AIDS Resources Emergency Act of 1990, 42 USC §300ff et.seq.(West 1991 & Supp. 1997), later revised as the Ryan White HIV/AIDS Treatment Extension Act of 2009.

“AIDS” is defined as Acquired Immune Deficiency Syndrome.

“Ryan White Grant Administration” is defined as the section of Harris County Public Health that administers grant funds allocated to the “Eligible Metropolitan Area” under the Act.

“Council” is defined as the Ryan White HIV Health Services Planning Council established by the County Judge.

“County Judge” is defined as the chief elected official of the city or urban county that administers the public health agency that provides outpatient and ambulatory services to the greatest number of individuals living with HIV, as defined in §300ff 12(a)(1) of the Act and herein refers to the duly elected County Judge of Harris County, Texas.

“Eligible Metropolitan Area” is defined as the Houston/Harris County Area which area has been determined by the Centers for Disease Control to consist of Harris County, Waller County, Fort Bend County, Montgomery County, Chambers County and Liberty County.

“Emergency” is defined as an unforeseen combination of circumstances or the resulting state that

calls for immediate action.

“HIV” is defined as the Human Immunodeficiency Virus.

“HIV Infection” is defined as the presence of HIV in the bloodstream as confirmed by the diagnostic tests prescribed by the Centers for Disease Control.

“HRSA” is defined as the Health Resources Services Administration of the Public Health Service of the United States Department of Health and Human Services.

“HSDA” is defined as the Texas Department of Health Services Delivery Area.

“RFPs” is defined as Request for Proposals.

Section 1.03. Purposes. The purposes for which the Council is established are:

- (1) To conduct needs assessment activities;
- (2) To develop a comprehensive plan for the organization and delivery of health services described in §300ff 14 of the Act that is compatible with any existing State of Texas or local plan regarding the provision of health services to individuals living with HIV;
- (3) To establish priorities for the allocation of funds within the Eligible Metropolitan Area;
- (4) To allocate funds within the Eligible Metropolitan Area;
- (5) To assess the efficiency of the administrative mechanism in rapidly allocating funds to the areas of greatest need within the Eligible Metropolitan Area.

ARTICLE II

Appointment of Council, Composition of Council, Term and Compensation

Section 2.01. Appointment of Council. All members of the Council shall be appointed by the County Judge. Vacancies occurring on the Council shall be filled by appointment of the County Judge and serve at the pleasure of the County Judge. All candidates are subject to the established Nominations Screening process, with the exception of persons representing HRSA required governmental bodies, including the State Medicaid Agency, HOPWA and others.

Section 2.02. Composition of Council. The Planning Council will be made up of individuals as specified in Sec.2602(2) PLANNING COUNCIL REPRESENTATION as stated in the most current Ryan White Program, and will be reflective of the local HIV/AIDS epidemic. The Planning Council may also request other positions/representation in order to maintain diversity within the EMA reflecting the pandemic and/or needed expertise within the EMA subject to the approval of the County Judge. These positions are subject to the Nominations Screening Process.

Section 2.03. Term. Each Council position is for a term of two (2) years. The terms of one-half the Council positions shall terminate in even-numbered years and the other half of the positions shall terminate in odd-numbered years. A term shall begin on January 1 and shall terminate on December 31 of the second year following. Council members appointed to vacancies shall complete the unexpired term of office.

Section 2.04. Term Limits. The County Judge shall appoint Council members to no more than three two-year terms. All members serve at the pleasure of the County Judge through an open nominations process.

Section 2.05. Compensation/Reimbursement. Persons serving as members of the Council shall not receive any salary or other compensation for their services as a member of the Council. All Council members may be reimbursed allowable expenses as approved by Harris County Public Health, the Ryan White Planning Council, and the CEO.

ARTICLE III

Duties of the Council

Section 3.01. Duties. The duties of the Council are to see to the establishment and implementation of the purposes of the Council as set out in Section 1.03 of these Bylaws and those duties which are prescribed by the provisions of the Act as within the purview of the Council.

Section 3.02. Orientation. All new members shall be required to attend mandatory orientation within 6 months.

ARTICLE IV

Committees

Section 4.01. Steering Committee. The Steering Committee shall be composed of the following persons: Chair of the Council, Vice Chair of the Council, Secretary of the Council, and the Chair, or Co-Chairs, of each Standing Committee. Actions of the Steering Committee are subject to ratification by the Council. The Steering Committee is responsible for the following:

- (1) setting agendas for the Ryan White Planning Council;
- (2) making recommendations to the Ryan White Planning Council;
- (3) providing leadership;
- (4) previewing reports from the Standing Committees;
- (5) and functioning in “emergency” situations as they arise.

Section 4.02. Standing Committees. There shall be six Standing Committees. Each member of the Council except the Planning Council Chair is required to serve on at least one of the following standing committees.

- 1) Affected Community
- 2) Operations

- 3) Comprehensive HIV Planning
- 4) Priority and Allocations
- 5) Quality Improvement
- 6) Steering

Section 4.03. Ad hoc groups, work groups, subcommittees. The Chair of the Council or the Council may, from time to time, establish such other ad hoc groups as may be expedient or necessary to carry out the duties and responsibilities of the Council. The scope and responsibilities of such ad hoc groups shall be delineated at the time such groups may be established.

ARTICLE V

Officers, Election of Officers, Election of Committee Chairs
Duties of Officers and Duties of Service Committee Chairs

Section 5.01. Officers. The officers of the Council shall be a Chair, a Vice Chair and a Secretary. Officers cannot serve as Standing Committee Chairs. Ryan White Part A or B or State Services funded providers/employees/subcontractors/Board Members and or employees/ subcontractors of the Grantee shall not be eligible to run for office of Chair of the Ryan White Planning Council. A parliamentarian may be appointed at the pleasure of the Chair. Subsequent to election, if the Chair becomes a contractor, they shall be removed and a new election held to elect a new Chair.

Section 5.02. Election of Officers. The officers shall be elected by the majority vote of the members of the Council at the December meeting, which shall be termed the Organizational Meeting. (Per letter from Judge Eckels dated 12-13-00: "As in any political election, the number of candidates is not regulated. Following the first vote in the race, if one candidate has not received the majority, a run-off election is held between the two candidates receiving the most votes. The Council may accept nominations for the slate of officers that exceeds two candidates and may receive nominations from the floor regardless of the number of candidates already nominated.") One of the three officers must be a self-identified person living with HIV. Officers elected at the Organizational Meeting of the Council shall serve from the date of election to the next annual Organizational Meeting. If a vacancy occurs in any office, the Council shall elect a replacement to serve the remainder of the term.

Section 5.03. Appointment of Committee Chairs. Committee Chairs will be appointed by the Planning Council Chair. Committee Chairs must be members of the Planning Council for at least one year. If committee leadership is not available from among Planning Council members with at least one year's service, the Chair may seek leadership among remaining Planning Council members.

Section 5.04. Duties of Officers. The officers of the duly appointed Council shall have the responsibility for the performance of the following duties:

Chair: The Chair of the Council shall serve as the Chief Executive Officer of the Council and shall preside at all meetings of the Council and the Steering Committee. The Chair is the only official spokesperson for the Council and will be responsible for interfacing with the public and with the media. As the only authorized spokesperson, the Chair will have a business card that includes their name. They will also be responsible for correspondence to members regarding attendance and participation issues. The Chair shall perform such other duties as are normally performed by a chair of an organization or such other duties as the Council may prescribe from time to time. The Chair of the Council is an ex-officio member of all committees (standing, subcommittee, and work groups). Ex-officio means that they are welcome to attend and is allowed to be a part of committee discussion. They are not allowed to vote. In the absence of the Chair of the Council, the next officer will assume the ex-officio role with committees.

Vice Chair: The Vice Chair of the Council shall preside at meetings of the Council and Steering Committee in the absence of the Chair. The Vice Chair shall perform such other duties as the Chair may designate or the Council shall prescribe from time to time.

Secretary: Per Texas law, the Secretary may not chair a meeting. The position of Secretary shall include the following duties:

- 1) The Secretary will ensure that minutes are taken, approved, and filed as mandated by the Ryan White Program.
- 2) The Secretary will be responsible for keeping an up-to-date roll of Planning Council members.
- 3) When a roll call vote is taken, the Secretary will call the roll call vote, note the vote and announce the results of the roll call vote. The Secretary will monitor voting for possible conflicts of interest, the Secretary will process inquiries into votes made in conflict of interest.
- 4) The Secretary will keep a copy of the Planning Council Bylaws and other relevant Policies and Procedures at the Planning Council meetings, and will provide the Council with clarification from the Bylaws and Policies & Procedures, as requested.
- 5) The Secretary will keep a record of all committees of the Planning Council. When (if) new committees are established, the Secretary will assure or cause to be assured the actual formation and implementation of the new committees.
- 6) The Secretary will be responsible for notification of specially called Planning Council meetings, corresponding to the members as required by the Bylaws.

Standing Committee Chairs/Co-Chairs: The Standing Committee Chairs, or one of the Standing Committee Co-Chairs, shall preside at all meetings of their respective committees. The Committee Vice Chair shall preside at all committee meetings in the absence of the Chair, or both of the Co-chairs. If none is present, committee members shall use consensus to select another committee member to chair that particular meeting. The Committee Chairs/Co-chairs are responsible for the execution of the duties prescribed herein for the Committees and for such other duties as may be prescribed by the Chair of the Council or the Council from time to time. The Committee Chairs/Co-chairs are responsible for the recording of or cause to be recorded all deliberations

undertaken by each respective Committee. Copies of all approved minutes are available in the Office of Support for the Ryan White Planning Council.

ARTICLE VI

Quorum, Voting, Proxies and Attendance

Section 6.01. Quorum. Thirty percent of the members satisfy in-person requirements at Council meetings.

At least two (2) committee members and a Chair must be present; one of these must be a self-identified member living with HIV, to constitute a Standing Committee quorum.

Section 6.02. Voting. Each member of the Council shall be entitled to one vote on any regular business matter coming before the Council. A simple majority of members present and voting is required to pass any matter coming before the Council except for that of proposed Bylaw changes, which shall be submitted (in written form) for review to the full Council at least fifteen (15) days prior to voting and will require a two-thirds (2/3) majority for passage. The Chair of the Council shall not vote except in the event of a tie. The Chairs of the Standing Committees shall not vote at Committee meetings except in the event of a tie.

Section 6.03. Proxies. There shall be no proxy voting.

Section 6.04. Council Attendance.

Council members are required to attend meetings of the Houston Area HIV Health Services (Ryan White) Planning Council. Any Council member with four (4) absences from Council meetings within a calendar year or who fails to perform the duties of a Council member described herein without just cause, is subject to removal by the CEO. The Secretary shall cause attendance records to be maintained and shall regularly provide such records to the Chair.

Standing Committee Attendance:

Committee members are required to attend regularly scheduled committee meetings. Four (4) absences from committee meetings in a calendar year may be grounds for reassignment or termination of committee membership. The Council Chair will be responsible for determining reassignment or termination of committee membership. Reasons for absences that would be used for determining reassignment or termination include: 1) sickness; 2) work related conflicts (in or out of town and vacations); and 3) unforeseeable circumstances. The Chair of the Operations Committee will notify the Planning Council Chair if a member is absent for four (4) committee meetings and, if warranted, the Planning Council Chair will formally notify the member in writing of removal from committee membership. The member will be given an opportunity to request assignment to another committee. If the member continues to fail to meet committee requirements, it is the sole responsibility of the County Judge to determine if the member will be discharged from membership on the Planning Council.

Any Planning Council member who is unable to attend a Planning Council meeting or standing committee meeting of the committee must notify the Office of Support prior to such meeting. The Office of Support staff will document why a member is absent. The Operations Committee will review attendance records quarterly.

ARTICLE VII

Administration of Funds, Information Regarding Funding and Council Oversight of Funding

Section 7.01. Administration of Funds. The County Judge shall designate the lead agency which will be charged with the administration and distribution of any funds granted to the Eligible Area under the Act. The Council shall report to the County Judge its findings and recommendations regarding the prioritization and allocation of funds granted under the Act, together with its recommendations as to the use of any such funds in accordance with the provisions of the Act.

Section 7.02. Information Regarding Funding. Ryan White Grant Administration will be responsible for the collection and dissemination of monthly reports to the Council on the administration of the funds granted to the Eligible Metropolitan Area under the Act.

Section 7.03. Council Oversight of Funding. The Council is responsible for an annual assessment of the administrative mechanism and distribution of the funds granted to the Eligible Metropolitan Area under the Act by the lead agency designated by the County Judge. The Council shall perform such other oversight duties as may be required by the Act or any regulation promulgated there under.

ARTICLE VIII

Conflicts of Interest

Section 8.01. Conflict of Interests. A conflict of interest (COI) occurs: 1) when an appointed or voting member of the planning council has a direct or indirect fiduciary or other personal or professional interest in a council decision or the outcome of a vote, 2) when a member uses their position for purposes that are motivated by pursuit of private gain for themselves or their families, friends, or business associates. COI is defined to include interests that existed within 12 months preceding the date when the conflict ended. The mere perception of COI is a significant concern.

The Council, acknowledging that perception is as important as reality, has elected to voluntarily adopt the following code of conduct regarding conflict of interest to be followed during all deliberations and decisions.

- 1) In order to make members aware of any potential positive bias, Council members agree to disclose their associations with any organization seeking to do business with the Ryan White Part A or B Administrative Agencies for which they or their spouse or domestic partner, during the past twelve months:
 - a) own, have ownership interest, or have been employed;
 - b) are or have been a Board member;
 - c) are or have been a consultant; or
 - d) are or have been involved in a contractual relationship.
- 3) In order to make other members aware of any potential negative bias, Council members agree to disclose their associations with any organization seeking to do business with

the Ryan White Part A or B Administrative Agencies with which they or their spouse or domestic partner, during the past twelve months are or were involved in mediation, arbitration or litigation over any employment, contract, service delivery or other matter.

- 4) Council members agree to abstain from voting on any decision related to any organization for which they or their spouses or domestic partner have association as specified in number 1, above.
- 4) Council members will not serve on Grantee proposal review panels.

Section 8.02. Disclosure of Conflicts of Interests. Council members who have COI must declare that conflict before the discussion of a motion. This will be recorded in the official minutes. All council members must submit signed affidavits disclosing any COI when joining the Council, and at least annually, and/or more often as needed, thereafter. Members who are closely affiliated with an applicant are excluded from the prioritization process.

ARTICLE IX

Regular Meetings, Special Meetings, Notice and Business to be Considered

Section 9.01. Regular Meetings. Regular Meetings of the Council shall be held no less than quarterly at such times and places as shall be designated by the Council. Written Notice of Regular Meetings shall be given by email no less than five (5) calendar days prior to such Regular Meeting.

Section 9.02. Special Meetings. Special Meetings of the Council shall be held at such times and places as shall be designated by the Chair of the Council or upon the written request of one-half (1/2) of the members of the Council. Notice of Special Meetings shall be given by telephone or email no less than three (3) **working** days prior to such Special Meeting.

Section 9.03. Notice. It shall be the duty of the Secretary to give or cause to be given such notice to each member of the Council. Notice of Regular Meetings shall be given in writing. Notice of Special Meetings may be given telephonically, by email or by fax. Notice of Council meetings shall be posted in accordance with the Open Meeting Act, TEX. GOV'T CODE ANN. §§ 551.001-551.146, as amended.

4-03-24 Steering Motion Carried to modify 9.04

Section 9.04. Business to be Considered. Any business coming before the Council shall be considered at a duly constituted and noticed Regular Meeting or Special Meeting. Items approved by the Steering Committee for presentation to the Council and posted on the agenda may be voted on. This shall not preclude other items and motions from being debated and considered in regular and special meetings of the council with the understanding that any items brought up must be placed on the agenda and scheduled for a vote at the next council meeting.

Section 9.05. Public Comment. There is an opportunity for public comment at all meetings. Persons wishing to speak must follow the Policies and Procedures for Public Comment.

ARTICLE X

Grievance

Section 10.01. Grievance. There is a Ryan White Planning Council grievance process and the Grievance Policies & Procedures must be followed.

ARTICLE XI

Amendments, Governing Procedure, Compliance and Invalidity of Provisions

Section 11.01. Amendments. These Bylaws may be amended from time to time by a vote of two-thirds (2/3) of the entire membership of the Council. Proposed amendments shall be submitted (in written form) for review to the full Council at least fifteen (15) days prior to voting.

Section 11.02. Governing Procedure. The meetings of the Council shall be conducted in accordance with Roberts Rules of Order; revised except to the extent the provisions of Roberts Rules of Order conflict with the Bylaws of the Ryan White Planning Council in which event the Bylaws shall prevail.

Section 11.03 Compliance. The Council shall at all times comply with the duties and responsibilities set out in the Act and shall perform all of its deliberations in accordance therewith.

Section 11.04. Invalidity of Provisions. In the event any provision hereof conflicts with the provisions of the Act or other applicable law, such provision shall be deemed stricken and the remainder of these Bylaws shall be in full force and effect without regard to such invalid provision.