



AD HOC BY-LAWS COMMITTEE

Meeting Agenda

March 21, 2013 at 10:30 A.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. WELCOME, REVIEW MEETING GROUND RULES, STATEMENT OF SUNSHINE & PUBLIC COMMENT REQUIREMENTS & INTRODUCTIONS**
- 3. MOMENT OF SILENCE**
- 4. APPROVALS**
 - a) Approval of Today's Agenda
 - b) Approval of 10/11/12 Meeting Minutes
- 5. UNFINISHED BUSINESS**
 - a. Updated Parking Lot List of Proposed By-Laws Issues (HANDOUTS A - E)
ACTION ITEM: Continue reviewing the list of By-Laws changes submitted by Committees and Council members. Amend and/or decide on each item. Several items have been added to the list since the last Committee meeting. That includes HIVPC Position Descriptions drafted by Membership Committee (Handout C), a request to review the Grievance Procedure (Handout D) and a request to review a conflict in the Membership Policies & Procedures (Handout E)
 - b. Updated "Track-Changes" Copy of By-Laws (HANDOUT F)
ACTION ITEM: This version of the By-Laws has been amended to reflect the changes already endorsed by the By-Laws Committee, as well as the proposed changes that are pending and require more discussion.
- 6. PUBLIC COMMENT**
- 7. REQUEST FOR INFORMATION/DATA**
- 8. AGENDA ITEMS FOR NEXT MEETING: Date: TBD; Venue: BRHPC**
- 9. ADJOURNMENT**



AD HOC BY-LAWS SUBCOMMITTEE
 October 11, 2012 at 12:30 P.M.
 200 Oakwood Lane, Suite 100, Hollywood, FL, 33020
MEETING MINUTES

Attendance				
#	Members	Present	Absent	Guests
1	Spencer, W. Chair	X		None
2	Creary, K.	X		
3	Grant, C.	X		Grantee Staff
4	Katz, H. B.	X		Strong, K.
5	Moragne, T.		A	
6	Rajner, M.		A	HIVPC Support Staff
7	Reed, Y.	X		Eshel, A.
Quorum = 5		5	2	Hosein, F.

1. CALL TO ORDER

The Chair called the meeting to order at 1:15 p.m.

2. WELCOME, REVIEW MEETING GROUND RULES, STATEMENT OF SUNSHINE & PUBLIC COMMENT REQUIREMENTS & INTRODUCTIONS

The Chair welcomed everyone and attendees were notified of information regarding the Government in the Sunshine Law and meeting reporting requirements, which includes the recording of minutes. In addition, they were advised that the acknowledgement of HIV status is not required but is subject to public record if disclosed.

Member, grantee and support staff self-introductions were made.

3. MOMENT OF SILENCE

A moment of silence was observed.

4. APPROVALS

a) Approval of Today's Agenda

Motion #1	To Approve Today's Agenda
Proposed by	Karen Creary
Seconded by	Yolonda Reed
Action	Passed Unanimously

b) Approval of the 9/19/12 Meeting Minutes

Motion #2	To Approve the 9/19/12 Meeting Minutes with amendment
Proposed by	H. Bradley Katz
Seconded by	Karen Creary
Action	Passed Unanimously
Amendment:	<i>Under NEW BUSINESS (c): Change <u>3-year terms</u> to 2 two-year terms</i>

Ad Hoc By-Laws Committee – Meeting Minutes: October 11, 2012

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MISSION: We direct and coordinate an effective response to the HIV epidemic in Broward County to ensure high quality, comprehensive care that positively impacts the health of individuals at all stages of illness. In so doing, we: Foster the substantive involvement of the HIV affected communities in assuring consumer satisfaction, identifying priority needs, and planning a responsive system of care
 Support local control of planning and service delivery, and build partnerships among service providers, community organizations, and federal, state, and municipal governments
 Monitor and report progress within the HIV continuum of care to ensure fiscal responsibility and increase community support and commitment



5. NEW BUSINESS

a) Review List of Proposed By-Laws Issues

- (i) **Attendance Policy – Restatement of the Ordinance as it pertains to attendance:** We cannot change the Broward County Ordinance. We can make the By-Laws Attendance Policy more difficult than the ordinance by removing a reason for excused absences but it cannot be made easier. The Attendance Policy can be restated as per BC Ordinance Section 1-233.
- (ii) **Joint Priorities Committee: Changing the name to the Priority Setting & Resource Allocation Committee:** The Subcommittee favored the change. Member remarked that this is a little retroactive as the HIVPC approved this on 2/23/12. Chair: “The By-Laws change will make it official”.
- (iii) **To give the HIVPC Chair more discretion in granting excused absences:** By-Laws Chair: This refers to (i). The HIVPC Chair has all the discretion. There is no such thing as ‘more discretion’; it’s either the Chair has discretion or not. The Subcommittee favored changing the By-Laws to match the Administrative Code by inserting the word ‘discretion’.
- (iv) **Executive Committee Meeting Attendance:** An Executive Committee member is only on Executive Committee member due to being a Committee Chair. “Non-attendance to Executive Committee is a serious issue.”
- (v) **Vice Chair Role:** The Vice Chair runs the meeting when the Committee Chair is absent. The Vice Chair must be selected at a meeting prior to the meeting when the Chair will not be present. A member queried the HIVPC Vice Chair sitting in for the co-chair of a committee. By-Laws Chair stated: “The HIVPC Vice Chair’s specific role is to sit in for Chair of Committees when the Chair is unable to attend that meeting. The non-joint committee may decide on voting in a committee Vice Chair instead of having a guest chair.”
- (vi) **Reclassifying ‘ad Hoc Local Pharmacy Advisory Committee (LPAC)’ to a standing committee (ongoing and purposeful):** The Subcommittee favored the change. The review of the Ryan White Part A Formulary is ongoing and very significant. The problem this poses is that the current LPAC chair may not be able to attend Executive meetings. The Chair of LPAC need not be a doctor but any chair of LPAC is making decisions based on medical training.
- (vii) **In a committee with Part A Co-Chairs do they both become members of Executive and Joint Executive?:** The Part A Co Chair is expected to attend Part A Executive as he/she is a voting member. Both Co-Chairs are expected to attend Joint Executive. Everyone is welcome at all meetings
- (viii) **Member of Part A Executive made the suggestion: Should there be a maximum number of excused absences per year, such as three?:** By-Laws Chair: “No – there can be more than

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three occasions when excused absences is warranted in a calendar year and this will not be fair to any member with a crisis on their hands, be it family related or a personal illness.”

- (ix) **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?:** This is not a matter of discretion, this is in our By-Laws that state a member needs to be present for 75% of the meeting to be considered present.
- (x) **Should we add a definition of “unaffiliated consumer” to each committee’s section in the By-Laws?:** As long as it is defined one time in bylaws this is fine. No need to be repeatedly stated.
- (xi) **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?:** Grievances can be filed through the actual committee or through JCCR. Staff was directed to draft a policy on reporting violations.
- (xii) **The Planning 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? Are they grandfathered in? Are they appointed to another seat and allowed to remain in office? Is there a special election to replace them as an officer?:** They are not grandfathered in. The same rules apply for Chairs/Vice Chairs. If the Chair leaves there is less than a year left in the term, the Vice Chair becomes Chair (acting Chair). If there is more than a year left, there must be a special election.
- (xiii) **The Planning Council Vice Chair suggests a 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:** It makes more sense to tie HIVPC Chair terms to tie with the Comprehensive Plan.
- (xiv) **Should membership of MCDC be limited to only Planning Council members?:** No. Unaffiliated consumers and members of the public may want to and can participate in discussions of the Council. The Council is a County Board.

6. PUBLIC COMMENT

There was no public comment.

7. REQUEST FOR INFORMATION/DATA

Data requests to staff were finalized.

8. AGENDA ITEMS FOR NEXT MEETING: Date: 11/8/12; Venue: BRHPC

- ❖ The committee will formalize the recommendations to present to the HIV Planning Council for amendments. The document will be brought to the next meeting.

9. ADJOURNMENT

Without objection, the meeting was adjourned at 3:23 p.m.

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**Ad Hoc By-Laws Committee
Attendance CY 2012**

Member	Sep 19	Oct 11
Spencer, W (<i>Chair</i>)	P	P
Creary, K	A	P
Grant, C.	P	P
Katz, H. B.	P	P
Moragne, T.	E	A
Rajner, M.	A	A
Reed, Y.	A	P
Quorum = 5	3	5

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ISSUES PROPOSED TO BY-LAWS COMMITTEE						
No.	Source and Proposal	Stated Reason	By-Laws Discussion	Decision Made?	Track Changes	More Action Needed?
1	HIVPC motion: Consider restating attendance policy	Flexibility	County law, cannot loosen. Reword to say Chair decides	Language approved	Yes	No
2	Joint Priorities: Change Committee name to Priority Setting and Resource Allocation	More reflective	OK	Approved	Yes	No
3	MCDC: Give HIVPC chair more discretion in granting excused absences	Flexibility	County law, cannot loosen. Redefine to say 'HIVPC-related business means outside the regular time and place of HIVPC business'	Approved	Yes	No
4	Executive: If Exec member removed for attendance, also removed as Committee chair?	Need clarity	At discretion of PC Chair	Pending	No	Needs more discussion
5	Member: Who fills in for absent Committee Chair if no vice chair or co-chair	Need clarity	Reword to say PC Chair or Vice Chair	Yes	Yes	No
6	Reclassifying LPAC from ad hoc to standing Committee	Regular review of	Agreed, but need LPAC chair with time	Approved	Yes	No
7	Exec: In Committee with Part A Co-chairs, are both members of Executive?	Need clarity	Yes, both are members	Approved	Yes	No
8	Member: Consider setting maximum number of excused absences per year	Potential for too many	Disagree. Don't penalize member	No action needed	No	No
9	Member: Should member be ruled absent if not present for 75% of scheduled meeting	Need clarity	Yes, By-Laws are already clear	No action needed	No	No
10	Member: Need definition of unaffiliated consumer in each Committee section of By-	Clarity	No, not necessary	No action needed	No	No
11	Staff: What is procedure for reporting potential violation of By-Laws or P&P	Need clarity	Need a policy	Staff drafted	No	Draft needs discussion

12	Vice Chair: If HIVPC Chair or Vice Chair must resign because no longer qualified for mandated seat, what happens?	Hypothetical	By-Laws already clear. Must give up seat; can reapply for another. If Chair leaves with < a year left, Vice Chair is acting Chair. If > a year left, Vice Chair is interim, special		No	No
13	Vice Chair: Consider electing HIVPC Co-chairs instead of Chair and Vice Chair. Co-Chair terms for 4 years, staggered every 2	Suggestion: other EMAs do this, more	Has problems. Could have rival co-chairs	No decision	No	Needs more discussion
14	Member: Should Membership Committee be limited to HIVPC members only	Avoid non-members having say	Disagree, non-members OK on MCDC	No action needed	No	No
15	Consider rewording HIVPC Chair appointment of Committee Chairs (Art. VIII, Sect. 1)	Not clear, flexibility	No decision	No decision	No	Needs more discussion
16	Consider rewording deadline for members receiving final HIVPC agendas (Art. 6, Sect. 5)	Impossible to meet at times	No decision	No decision	No	Needs more discussion
17	Consider changing strict order of HIVPC agenda items	Flexibility	No decision	No decision	No	Needs more discussion
18	Executive: Eliminate rule that HIVPC hold 2-3 meetings per year in community, or reword to say HIVPC “encouraged” to hold 1-2 per year	Flexibility				
19	HIVPC Chair, Vice Chair: Add flexibility to rule requiring 9 HIVPC meetings per year	Flexibility				
20	Subcommittee chair: Loosen rules for subcommittees, to allow actions without	Flexibility				
21	2 Members: Create procedure to avoid meetings being canceled in cases when quorum not made because members not	Reduce avoidable cancellations				
22	MCDC: Consider adding to By-Laws an MCDC draft of Position Descriptions for	Clearer applicant	(See Handout)			

23	MCDC: Conflict in MCDC P&P. One line says all applicants must attend 3 meetings. Another line says those in seats due to their jobs are sent to County Commission immediately	Need clarity	(See Handout)			
24	Executive: Review Procedure in which HIVPC grievances to go JCCR, then Exec	Consider policy update	(See Handout)			
25	Rename PWA to PLWHA	Outdated term	Agreed	Agreed	Yes	No
26	Change reference to 2009 Ryan White Care Act (Art. III, 15)	Outdated term	Agreed	Agreed	Yes	No
27	Correct reference to wrong paragraph (Art. III, 18)	Correct error	Agreed	Agreed	Yes	No
28	Correct wrong reference (Art. IV, Sect. 11)	Correct error	Agreed	Agreed	Yes	No
29	Change reference to "planner/coordinator" (Art. 6, Sect. 5)	Outdated term	Agreed	Agreed	Yes	No
30	Consider adding time limits for each agenda item	More control	Not necessary, chair's discretion	No action needed	No	No
31	Correct wording, Line of Succession (Art. VI, Sect. 8)	Typo, not clear	Agreed	Agreed	Yes	No
32	Part D and Part F not on Joint Planning	Need clarity	Invite them to join	No action needed	No	No
33	JCCR Part A chair must be unaffiliated consumer (Art. VIII, Sect. 5)	Need clarity	Wording clear	No action needed	No	No