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GREATER HAMPTON ROADS HIV HEALTH SERVICES PLANNING COUNCIL BYLAWS

PREAMBLE

The Ryan White Comprehensive AIDS Resources Emergency Act as amended by the Ryan White Treatment Reauthorization Act of 2009 (collectively the "CARE Act") is federal legislation that seeks to improve the lives of persons living with HIV/AIDS (PLWH/A) and respond to their unmet needs, by funding primary health care and support services for those who cannot pay for the care they need. The CARE Act helps cities and other areas with the high costs of HIV/AIDS care. As the Chief Elected Official (CEO) of the Transitional Grant Area (TGA), the Mayor of the City of Norfolk is the recipient of the CARE Act Part A grant funds. The CEO, as part of his duties and responsibilities, forms and appoints a Planning Council. The CEO established the Planning Council on June 1996 pursuant to 42 U.S.C.A. §300ff-12(b)(1). The Council is not incorporated under the laws of the Commonwealth of Virginia or any other jurisdiction.

Article 1 – NAME, SERVICE AREA

Section 1 – Name:

The name of the Planning Council shall be the Greater Hampton Roads HIV Health services Planning Council. As used in the Bylaws, the terms "Planning Council" and "Council" shall refer to this organization.

Section 2 – Service Area:

Pursuant to the requirements of the Health Resources and Services Administration (HRSA), the Transitional Grant Area (TGA) to be served by the Council shall encompass the following localities: the cities of Chesapeake, Hampton, Newport News, Norfolk, Poquoson, Portsmouth, Suffolk, Virginia Beach, Williamsburg, and the counties of Isle of Wight, James City, Gloucester, Mathews, and York, in Virginia and the county of Currituck in North Carolina.

Article II – MISSION and COUNCIL RESPONSIBILITIES

Section 1 – Mission:

The mission of the Council is to ensure the effective and efficient delivery of medical and support services to persons affected and infected by HIV disease in the Norfolk Transitional Grant Area.

Section 2 – Responsibilities:

- a. Determine the size and demographics of the population of individuals with HIV/AIDS
- b. Determine the needs of the affected population with particular attention to:
 - I. Individuals with HIV/AIDS who know their HIV status and are not receiving HIV-related services; and
 - II. Disparities in access and services among affected subpopulations and historically underserved communities.
- c. Establish priorities for the allocation of funds within the TGA including how best to meet these priorities and additional factors that the Grantee should consider in allocating funds under a grant, based on the:
 - I. Size and demographics of the population of individuals with HIV/AIDS and the needs of such populations;
 - II. Cost effectiveness and outcome effectiveness of proposed strategies and interventions, to the extent that data are reasonably available;
 - III. Priorities of the communities with HIV/AIDS for whom the services are intended;
 - IV. 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;
 - V. 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
 - VI. 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 as described in Section 2604 that:
 - I. 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 individual 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;
- II. 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); and
 - III. Is compatible with any Federal, State, or Local plan for the provision of services to individuals with HIV/AIDS disease.
- e. Assess the efficiency of the Administrative Mechanism in rapidly allocating funds to the areas of greatest need within the Transitional Grant area; and at the discretion of the Planning Council, assess the effectiveness, either directly or through contractual arrangements, of the services offered in meeting the identified needs;
 - f. Establish methods for obtaining input on community needs and priorities, which may include public meetings, conducting focus groups, and convening Ad Hoc panels;
 - g. Coordinate with Federal, State, and Local Grantees that provide HIV-related services within the Transitional Grant Area.
 - h. Provide, for facilitation and collaboration among all funded AIDS programs within the TGA, including, but not limited to the CARE Act Part A, B, C, D, and F, Housing Opportunities for People with AIDS (HOPWA) funds and Centers for Disease Control and Prevention CDC) funds; and
 - i. Participate in the development of the Statewide Coordinated Statement of Need (SCSN) initiated by the State Public Health agency responsible for administering grants under Part B (Title II).

Article III – MEMBERSHIP

Section 1 – Non-Discrimination Statement:

The officers and the members of the Planning Council shall be selected entirely on a non-discriminatory basis with respect to age, gender, race, ethnicity, religion, disability, sexual orientation, or national origin, except as may be necessary to comply with applicable statutory and regulatory requirements. Affirmative efforts shall be made to ensure representation of populations infected or affected by the HIV virus or AIDS.

Section 2 – Composition:

The membership will be made up of twenty-three individuals and will be reflective of the demographics of the HIV/AIDS epidemic in the Norfolk TGA. Membership shall be by the choice of the Council pursuant to the recommendation of the Membership and Nominations Committee to the Executive Committee and recommendation of the Council to the CEO for appointment. The membership will reflect the following categories:

1. Health Care Providers, including federally qualified health centers;
2. Community-Based Organizations serving affected population and AIDS service Organizations;
3. Social Service providers, including providers of housing and homeless services;
4. Mental Health providers;
5. Substance Abuse Providers;
6. Local Public Health Agencies;
7. Hospital Planning Agencies or Health Care Planning Agencies;
8. Affected Communities, including individuals with HIV disease and historically underserved groups and subpopulations;
9. Non-Elected Community Leaders;
10. State Medicaid Agency;
11. State Part B Agency;
12. Grantees under Sub-Part II of Part C;
13. Grantees under Section 2671 [Part D], or, if none are operating in the area, representatives of organizations with a history of serving children, youth, women and families living with HIV and operating in the area;
14. Grantees of other Federal HIV Programs, including, but not limited to providers of HIV Prevention Programs; and
15. Individuals who formerly were Federal, State, or Local prisoners, were released from the custody of the penal system during the preceding three (3) years, and have HIV disease as of the date on which the individuals were so released.

Not less than 33% of the voting membership of the Council must be consumers of HIV-related services from Part A-funded providers who do not represent and are not members of the Board of Directors, employees, or consultants of providers receiving Part A funds. These consumers must reflect the demographics of the population of individuals with HIV/AIDS in the Norfolk TGA.

A member whose affiliation changes and any unaffiliated consumers who become affiliated with a funded Part A provider must inform the Planning Council Chair and the Planning Council Support Staff of this change within two (2) weeks of the change in affiliation.

Section 3 – Nominations:

The Membership and Nominations Committee will maintain an ongoing and open recruitment process to solicit applicants for Planning Council membership. The Membership and Nominations Committee shall identify nominees by advertising in the media, posting on the website and through individual contacts throughout the TGA. As applicants are solicited, a roster of eligible applicants will be maintained. The Membership and Nominations Committee shall also keep in contact with organizations within the Norfolk TGA that may have an interest in submitting names of applicants. The Committee will solicit consumers of publicly supported Ryan White Part A services. Throughout this nominations process, the Committee will maintain a membership that is reflective of the demographics throughout the Norfolk TGA.

The Committee will submit to the Chair of the Council, a list of qualified candidates for Council membership. In the event of a vacancy, the Committee shall submit to the Chair of the Council, names for appointment within thirty (30) days. The Committee will follow the established approved "Council Nominations Process."

Section 4 – Terms of Membership:

All terms of Planning Council members shall be for two years and shall commence on the first day of June and end on May 31st. It is recommended that terms be staggered with members serving no more than three consecutive two-year terms. An individual may be eligible for an additional appointment after rotating off the Council for one calendar year. If an individual is appointed to fill a vacancy during the middle of a member's term, that individual will complete the term of that vacancy and will be eligible to serve two subsequent two-year terms. There is no term limit for the representative of the Virginia Department of Health Title B Program, or the representative of the Virginia Department of Medical Assistance Services.

Section 5 – Attendance:

Attendance at Planning Council meetings and committee meetings by respective members is a requirement and shall be governed by an Attendance Policy, approved by the Planning Council and administered by the Chair in coordination

with the Planning Council Staff. Failure by any member to abide by the Attendance Policy will result in termination from the Planning Council.

Members are expected to attend all meetings of the Planning Council and of the committee(s) to which they are appointed. Members are allowed no more than three (3) unexcused absences, or five (5) excused absences, from the Planning Council.

- a. An absence from a meeting is deemed excused if the Member notified the Council's Support Staff prior to that meeting and if the absence is for one of the following reasons:
 - I. Member's illness or family emergency, in which case the Member has up to two (2) days after the missed meeting to notify Council's Staff of the reason for the absence;
 - II. Member is out of town on business related to Member's employment or work;
 - III. Member is on vacation.

Any Planning Council member who has been terminated from the Council as a result of the Attendance Policy shall not be deemed eligible for membership until one (1) term year succeeding the termination.

If a member is terminated, they must serve on a committee and attend as required by the Bylaws, for one year, before being considered for membership on the Planning Council.

Section 6 – Voluntary Resignation:

- a. Any Council member may resign by giving written notice. A member's written notice of resignation is to be given to the Planning Council Chair via Planning Council Support Staff. Such notice must be signed and dated, and shall take effect immediately upon receipt. Resignations shall immediately be transmitted to the Membership and Nominations Committee and the CEO or its designee with the Council's endorsement.

Section 7 – Termination:

Upon a vote of Council, the Chair may recommend the removal of a member to the CEO for any of the following causes:

- a. The loss of affiliation with an organization that qualified the member for appointment to the Planning Council will result in an automatic termination of the membership;
- b. Any member who fails to perform his/her duties on the Council, or exhibits disruptive conduct that has a negative impact on the integrity of the Council, and the community's confidence in the Council: including but not limited to conflict of interest violations, felony convictions, during the

member's term on the Planning Council, malfeasance; conduct which violates these Bylaws, shall be subject to being recommended for termination by the Council Chair, after a two-thirds (2/3) vote of a quorum of the Planning Council in favor of removal.

Section 8 – Vacancies:

- a. Term: - No later than ninety (90) days before vacancies occur due to end of term, the Membership and Nominations Committee shall conduct an analysis of the composition of the Council with regard to representation of various constituencies. Names of qualified applicants for vacant positions shall be forwarded by the Membership and Nominations Committee in accordance with Sections 1, 2, and 3 of this Article
- b. Mid-Term - A mid-term vacancy shall exist when a Council member resigns, is unable to complete the full term, or when a Council member is removed from the Council for cause. When a mid-term vacancy occurs, the Membership and Nominations committee shall inform the Council at the next regularly scheduled meeting, specify the demographic category to be filled per Section 2 of this Article and call for nominations for replacement following the procedures outlined in Section 3 of this article. The position then will be filled in accordance with regular nomination procedures.

Section 9 – Code of Conduct:

Each member of the Council will sign the established Code of Conduct which will be placed in his/her personal file and a copy provided to the member. Non-members who serve as members of a Committee will also sign the established Code of Conduct.

Article IV – DUTIES OF MEMBERS

- a. Attend and actively participate in all Council regularly scheduled, special, emergency, committee meetings, trainings, and retreats;
- b. Participate in Council Orientation Training prior to participating in Council business;
- c. Be a member on, at least, one (1) Standing Committee;
- d. Participate in the annual Priority and Allocations Process Training, preferably in person but in the situation where the member is unable to be in attendance, the member will be required to review the videotape of the training. This training is mandatory prior to participation in the Priority and Allocations process;

- e. Participate in the annual Priority and Allocations Session.
- f. Review materials of Council and/or committee discussion/action prior to the scheduled meetings;
- g. Persons serving as Planning Council members shall not receive any salary and/or other compensation for their services. The Health Resources and Services Administration (HRSA), Ryan White Planning Council, and the Grantee may reimburse Council members allowable expenses as approved and stipulated in Council policies.

Article V – OFFICERS

Section 1 – Eligibility, Nomination and Election of Officers:

- a. All officers must be voting members of the Planning Council. Open Nominations for the elected officers shall take place during the April meeting of the Planning Council. Any duly elected Council member may nominate a qualified candidate for office. Elections shall take place at the May meeting. Voting will be conducted by written ballot and the successful candidate will be the individual receiving the majority votes submitted with a quorum of the membership in attendance.
- b. Absentee ballots will be accepted if submitted to the Chair prior to the start of the vote during the meeting. No absentee ballots will be accepted after the May meeting is called to order.

Section 2 – Officers and Their Duties:

- a. **Chair** – The Chair shall be elected by the Planning Council and serve a one-year term. He/She is the administrative officer and the official spokesperson of the Planning Council. The Chair shall preside at all Planning Council meetings and certify the accuracy of all Council meeting minutes. He/She is an ex-officio, non-voting member of every committee. The Chair is responsible for correspondence to members regarding attendance and participation. While presiding, the Chair only votes to break a tie or if his/her vote is required to achieve a quorum.
- b. **Vice-Chair** – The Vice-Chair shall be elected by the members of the Planning Council and serve a one-year term. The Vice-Chair shall preside over meetings of the Executive Committee, at which the Vice-Chair shall vote only in the event of a tie or if his/her vote is required to achieve a quorum. In the absence of the Chair, the Vice-Chair shall preside at the meetings of the Planning Council and act as the Chair. The Vice-Chair shall perform such other duties as the Chair may delegate.

- c. **Secretary** – The Secretary shall be elected by the members of the Planning Council and serve a two-year term. The Secretary is the records manager and the archivist of the Planning Council. He/She is responsible for the taking, approval and filing of the minutes of Planning Council meetings. The Secretary shall assist the Chair in the development of agendas for Planning Council meetings, generate and safeguard Council correspondence. At Planning Council and Executive Committee meetings, the Secretary shall take attendance and establish the attainment of a quorum. For all actions requiring a vote of the Planning Council, the Secretary shall provide ballots to voting members, tally the votes, and certify the result of the vote to the Council.

Section 3 – Vacancies in Office:

- a. If the Chair is unable to complete his/her term, the Vice-Chair will immediately assume the position until the end of the term.
- b. If the Vice-Chair is unable to complete his/her term, a special election will be conducted at the next regularly scheduled Planning Council meeting to fill that position for the remainder of the term.
- c. If both the Chair and Vice-Chair are unable to complete their terms, a special meeting of the Planning Council will be called for the purpose of conducting elections for both the Chair and Vice-Chair. This meeting will be held within fourteen days of such vacancies occurring. The Secretary shall preside at this meeting until a Chair is elected, at which time, the Chair shall be seated.
- d. If the Secretary is unable to complete his/her term, a special election will be conducted at the next regularly scheduled Planning Council meeting to fill that position for the remainder of the term.

Section 4 – Removal of Officers:

Elected Officers may be removed for cause (Article IV, Section 7) by a two-thirds (2/3) vote of a quorum at any regularly scheduled meeting of the Planning Council with prior notice of such consideration given at the preceding Council meeting.

Article VI - MEETINGS

Section 1 – Compliance with the Virginia Freedom of Information Act:

The Planning Council and its committees shall conduct their meetings as prescribed in the Virginia State Code (Code), 1950, as amended, in Chapter 37, Virginia Freedom of Information Act. All meetings of the Planning Council shall be open to the public. No closed session shall be conducted except as permitted

by the Code. Record keeping and access shall also comply with the Code requirements.

Section 2 – Conduct of Meetings:

The Planning Council shall conduct its meetings in an orderly manner, governed by these Bylaws, and utilizing Roberts Rules of Order, as revised, to ensure a democratic process. The Chair shall manage public comments and participation.

Section 3 – Frequency:

The Planning Council shall hold no less than four scheduled meetings annually. Other meetings may be added as necessary. Special meetings shall be held at the call of the Chair.

Section 4 – Notices:

- a. Membership Notification – All Planning Council members will be notified, at least, three days in advance of a regularly scheduled Planning Council meeting or committee meeting. A copy of the agenda, minutes of the previous meeting, and all other documentation needed to be considered by the Council will be sent simultaneously with the announcement of Council and Committee meetings. A minimum of two working days will be required to notify members should a special meeting be called.

- b. Public Notification – The public shall be afforded adequate notice in the form of published announcement in accordance with the Virginia Freedom of Information Act. The Council will make every effort to ensure the notice is available by the most convenient means for the public and include the date, time, place and agenda of the scheduled meeting.

Section 5 – Quorum:

The attendance of, at least, 50% plus 1 member of the standing members, including, at least, one PLWH/A Committee member, at Planning Council and Executive Committee meetings, shall constitute a quorum.

Section 6 – Voting:

Official action adopted by the Council requires a majority vote by the Planning Council with the following exceptions: an absentee ballot will be accepted for any vote if it is received by the Council Secretary prior to the start of the voting procedure and no amendments or changes are made after receiving the absentee ballot but prior to the actual vote; changes to the Bylaws of the Planning Council require a two-thirds (2/3) majority vote by all Council members; all actions other than the election of officers, which requires written ballots, will be either by show of hands, voice, or standing vote. Absentee ballots must be requested in advance from the Planning Council Staff.

Electronic mail balloting between regularly scheduled Council meetings is permissible if the issue must be decided immediately, cannot wait until the next scheduled meeting, and the Council is not able to convene a special meeting. The need and appropriateness of electronic balloting is determined by the Council Chair.

Article VII – COMMITTEES

Section 1 – General:

The Planning Council may create standing committees and the Chair may create ad-hoc committees of the Planning Council to meet the operational needs of the Council. Committees shall have duties assigned to them or as established in these Bylaws. Every Council member will be appointed to serve on, at least, one Standing Committee.

- a. Committee Chairs – Each Standing Committee or Ad-Hoc Committee shall be headed by a Chair elected by a majority vote of the committee and affirmed by the Planning Council Chair. A Committee Chair must be a Planning Council member. Diversity and the skill set of the individual should be considered when electing a Committee Chair. Whenever possible, each committee shall have, at least, one PLWH/A as a member. Committee Chairs shall serve for a one-year term and may then stand for re-election.
- b. Committee Membership - The Council Chair will appoint Council members to a Committee on an annual basis. In addition to Council members, membership of all committees, except the Executive Committee, is open to individuals who are not Planning Council members, but whose qualifications, skills, life experiences, and commitment, provide added resources, data, and needed information to the work of the Committees and the Planning Council. All non-Council members shall be selected by the same process as Planning Council members and serve at the pleasure of the Chair of each respective Committee. Non-Council Committee members have a full vote on all Committee issues, but may not serve in a leadership capacity.
- c. Meetings – Committees shall schedule meetings as necessary to fulfill their assigned roles. All meetings shall be open to the public and notice should be given as specified in Article VI, Section 4.

Section 2 – Standing Committees:

- a. **Executive Committee** – The Executive Committee is composed of the Chair, Vice-Chair, and Secretary of the Planning Council, the Chairs of all Standing Committees; and, at least, one PLWH/A who has openly

disclosed his/her HIV status to the Council. The Executive Committee is responsible for ensuring the orderly and integrated progression of the work of the Planning Council. It oversees the operations of the Council and also reviews and schedules recommendations by the Committees as action items on the Planning Council agenda, requiring Planning Council vote. The scope of the Executive Committee's work includes:

- I. Coordinating the Council's work with the grant administration;
- II. Reviewing the efficiency of the Administrative Mechanism;
- III. Assessing the need for training and skill development for the Council membership; and
- IV. Performing other duties as may be assigned by the Chair or by vote of the Council.

- b. **Policies and Procedures Committee** – The Policy and Procedures Committee develops policies and procedures as needed for the efficient operation of the Council, in accordance with the federal directives. Its members shall have in-depth knowledge of the directives and their relevance to the role of the Council and shall recommend any changes to the policies and procedures that may be necessary. The Committee will provide an annual review of the Bylaws and will monitor and facilitate the grievance process.
- c. **Priority Setting and Resource Allocations Committee** – The Priority Setting and Resource Allocations Committee is responsible for recommending the process to be used by the Planning Council in priority setting and resource allocation, and managing that process. It ensures that conflict of interest is managed appropriately, arranges for the entire Planning Council to receive training annually on how the process works, encourages the participation of all Planning Council members in the process and prepares directives to the Grantee on how best to meet the stated priorities. The Committee monitors monthly reports detailing expenditures for services and services utilization provided by the Grantee and recommends reallocation of funds during the program year as required to achieve the mission of the Planning Council. It also is responsible for working with the Grantee to develop and monitor the Planning Council Support Budget.
- d. **Membership and Nominations Committee** – The Membership and Nominations Committee is responsible for the development and implementation of a process to solicit and accept applications for Council membership. The Committee shall make recommendations to the Council

regarding individuals eligible for membership. The scope of its works includes, but is not limited to:

- I. Assuring the recruitment of a diversified pool of applicants to cover all the mandated membership categories and groups;
 - II. Notifying the Council of vacancies;
 - III. Maintaining an updated roster of eligible applicants for Council membership;
 - IV. Providing orientation training to new members and continuing education to all members regarding the purpose of the Planning Council and their roles in the process.
- e. **Care Strategy Committee** – The Care Strategy Committee provides the leadership in developing the TGA’s Continuum of Care model. The Committee facilitates and makes recommendations for directives of the service categories recommended to the Planning Council. It provides the leadership in developing the Standards of Care for Health Services and participates in the Statewide Coordinated Statement of Need (SCSN).
- f. **Needs Assessment and Comprehensive Planning Committee** – The Needs Assessment and Comprehensive Planning Committee is responsible for conducting an extensive needs assessment of the TGA according to the CARE Act. The Committee develops a needs assessment strategy that will provide data to assist with the Continuum of Care, assist with priority setting/fund allocations, and which provides content for the Comprehensive Plan and the annual application. The Committee works to ensure effective intra/inter committee Quality Evaluation Standards.
- g. **Community Access Committee** – The role of this committee is to assist the Council in providing a culturally sensitive service environment, placing appropriate emphasis on underserved and hard to reach populations. The committee identifies and creates liaisons with the underserved and hard to reach communities.

Section 3 – Ad-Hoc Committees:

The Chair may create Ad-Hoc Committees at his/her discretion to address specific needs. An Ad-Hoc Committee must be dismissed upon the completion of its assigned task.

Article VIII – CONFLICT OF INTEREST

This policy shall not be construed as preventing any member of the Planning Council from full participation in discussion and debate about community needs, service priorities, and allocation of funds to broad 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 CARE Act.

All members of the Planning Council are expected to keep their focus on directing grant funds to meet the needs of individuals affected by the HIV virus, in the most expeditious manner possible.

As mandated by the CARE Act, a Planning Council 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 by the Council, is deemed to have an interest in said agency. Conflict of interest does not apply to PLWH/A's whose relationship to a grant-funded service provider is only as a client receiving services. Therefore:

- I. In order to prevent the existence of the appearance of the existence of a conflict of interest, each Planning Council member shall complete a Disclosure Affidavit annually, and it shall be kept on file in the office of the Planning Council. The member shall update the affidavit when there is a change in his/her affiliation. All non Planning Council members serving on a committee shall be required to complete a Disclosure Affidavit annually and it shall be kept on file in the office of the Planning Council. These committee members shall update the affidavit when there is a change in their affiliation.
- II. A member with a conflict of interest with an agenda item must so declare prior to the discussion of the item when it is brought before the Council/Committee for action. The declaration must be recorded in the minutes of the meeting. Any unresolved complaints will be referred to the Executive Committee for further discussion and resolution;
- III. A member with a conflict of interest, or whose spouse or domestic partner has an interest as described in the second paragraph above, shall not vote on matters that come before the Council or a Committee regarding the allocation of funds to service categories in which the agency with which the conflicted member, or spouse, or domestic partner is associated or has obtained funds.

Article IX – GRIEVANCE PROCEDURE

Open, honest communications result in fewer disputes. Respect for the opinion of others and civility, as well as the promotion of a public dialogue create good will and prevent ill will. Planning Council members shall encourage discussions and public input so as to foster an inclusive decision-making culture. However, the Planning Council provides a grievance process for disputes that remain unresolved.

The Grievance Procedure, attached hereto as Appendix II, is hereby incorporated by reference.

Article X – PLANNING COUNCIL SUPPORT

The Planning council Office shall be staffed to support the work of the Council members. The duties and responsibilities of the Support Staff shall include:

- I. Conducting research to assist the Council in developing mandated plans, priorities and allocations;
- II. Collecting and assessing data necessary for the work of the council;
- III. Posting and publishing notices of all Council and Committee meetings as prescribed by the Bylaws;
- IV. Notifying Council members of the date, time and place of Council and Committee meetings, in a timely fashion;
- V. Keeping records of members' attendance and alerting the Chair and the Membership and Nominations Committee Chair to any absences;
- VI. Assisting the Secretary in keeping minutes of the Planning Council and the Executive Committee meetings, as well as assisting members of other committees who are assigned to take minutes of their respective committee meetings;
- VII. Ensuring that the Chair and the Committee Chairs certify the minutes of the meetings in a timely fashion and distributing copies to the members prior to the next scheduled meeting;
- VIII. Maintaining a file for each Council member with all documents relating to that member, including the Disclosure Affidavit, Code of Conduct, contact information sheet, etc...;
- IX. Providing clerical and secretarial services to members of the Council in the performance of their duties and tasks as Council members; and

- X. Maintain the appropriate and required records, minutes, correspondence and other official documentation. Public documents shall be supplied upon request pursuant to the Virginia Freedom of Information Act. The record retention policies of the Commonwealth and HRSA shall be followed.

Article XI – GENERAL PROVISIONS

Section 1 – Memorandum of Understanding:

The relationship between the Planning Council and the Grantee's Office shall be governed by a memorandum of understanding (MOU) between the two parties; the MOU shall delineate their respective roles and the duties and responsibilities they share.

Section 2 – Contractual Obligations:

Neither the Planning Council nor any of its members shall have the power or authority to bind the City of Norfolk or the CEO by any contract or agreement. All contracts shall be administered by the City of Norfolk on behalf of the Council. Any contract shall be exclusively with the CARE Act grant funds according to terms and prices consistent with the City of Norfolk's Procurement Code.

Section 3 – Severability:

In the event that any provision in these Bylaws is unlawful, it shall be severed and deemed null and void and shall not impair the validity of the remaining provisions of the Bylaws.

Article XII – AMENDMENTS AND RATIFICATION

Section 1 – Amendments:

A written notice of any alteration, amendment, or the repeal of the Bylaws shall be given to the Planning Council members, at least, fourteen (14) working days in advance of the meeting at which the alteration, amendment, or repeal will be put to a vote. A two-thirds (2/3) vote of the quorum shall be required to pass any alteration, amendment, or repeal. Any amendments shall be subject to the approval of legal form and correctness by the Norfolk City Attorney's Office. Any such change shall be with the concurrence of the CEO, which should not be unreasonably withheld.

Section 2 – Ratification:

These Bylaws shall go into effect upon the two-thirds majority vote of the quorum of the Council and approval of the CEO.

Date of Approval: October 31, 2013

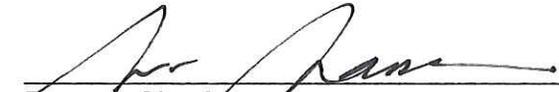
Quorum: 15

Number of Votes for: 15 Against: 0 Abstained: 0

Approved by CEO: _____

Date: _____

Approved as to Form and Correctness:



Deputy City Attorney

Greater Hampton Roads HIV Health Services
Planning Council

GRIEVANCE PROCEDURE

(See Article IX – Grievance Procedure”):

The Greater Hampton Roads HIV Health Services Planning Council will utilize every possibility to avoid entering into formal grievance procedures by utilizing non-threatening dispute prevention measures. The Ryan White Treatment Reauthorization Act of 2009, as amended, requires the Planning Council to adopt a grievance procedure as a condition of eligibility for funding. The procedure has to include a mechanism for the submission of grievances to binding arbitration.

a. What is covered under the grievance procedure?

- I. Deviations from an established written priority setting or resource allocation process, or from policies and procedures of the Planning Council.
- II. Deviations from an established written process for any subsequent changes to priorities and allocations.

b. Who may file a grievance?

A directly affected person or entity, including the following, may file a grievance:

- I. Providers eligible to receive Ryan White Treatment Reauthorization Act of 2009 funding.
- II. Consumer groups/PLWHA coalitions and caucuses.
- III. Planning Council members
- IV. Grantee

c. How to file a grievance:

The grieving party shall fill out a “Grievance Intake Form,” which can be obtained from the Support Staff of the Planning Council. Staff shall provide the grievant with a copy of the grievance procedure and answer questions regarding the process. The grieving party can send the completed form through the mail, deliver it in person to the Planning Council Office, or fax it in. E-mail may be used only if it enables the grievant to provide a personal signature.

d. When to file a grievance:

All grievances must be filed within ten days of the disputed action or decision by the Planning Council. The date of filing of a grievance shall be the date a completed "Grievance intake Form" is received at the Office of the Planning Council.

e. Where to obtain a "Grievance Intake Form" and file a grievance:

The address and phone number/s for the Office of the Planning Council are as follows:

Greater Hampton Roads HIV Health Services
Planning Council,
741 Monticello Avenue, Room 201
Norfolk, VA 23510
Telephone #: (757) 823 4409 or (757) 823 4410
Fax #: (757) 664-6018

GRIEVANCE PROCESS

A. Initiation of Grievance Process:

- a) The Planning Council Support Staff shall log in the intake form. Data recorded shall include the date and time received, the name and address of the grievant and the nature of the grievance. An individual grievant file shall be initiated to hold all correspondence and documentation.
- b) Written notification shall be sent to the grievant, within ten working days, during which time the Chair and Vice-Chair of the Planning Council and the Chair of the Policies and Procedures Committee will decide whether the grievance is accepted for consideration, based on a determination of eligibility of the grievance and the grieving party. A copy shall simultaneously be sent to the Chairperson of the Policies and Procedures Committee.
 - I. If the grievance is rejected, the letter must explain the reasons for the rejection and inform the grievant that the Chair of the Policies and Procedures Committee must be contacted within ten (10) days from the date of rejection, in order to note an appeal or the rejection.
 - II. If the grievance is accepted, it shall be reviewed by the Ad Hoc Grievance Committee no more than ten (10) days from the date of the determination of eligibility or receipt of the notice of appeal by the Committee Chair.

B. Grievance Committee Review:

The Co-Chair of the Planning Council responsible for the Policies and Procedures Committee shall appoint a three-member Ad Hoc Grievance Committee. The Chair of the Grievance Committee will typically be a member of the Policies and Procedures Committee. A Co-Chair of the Planning Council may elect to be a member of the Grievance Committee.

- I. The Chair of the Grievance Committee shall inform the grievant of the date, time and location of the review. The grievant shall be afforded time to answer questions posed by committee members before the formal review process begins.

- II. The Grievance Committee Chair shall send the recommended resolution to the grievant, by certified mail, within five working days after the date of the review.

C. Mediation:

If the Grievance Committee does not satisfactorily resolve the grievance, the grievant may elect to proceed with mediation.

- I. The grieving party shall notify the Planning Council, in writing, within five (5) working days, at the Planning Council's address, if it elects to have the grievance mediated.
- II. Mediation shall be conducted by a mediator who is certified by the Virginia Supreme Court and whose business address is within the TGA.
- III. The Planning Council staff shall contact the mediator and the Grievance Committee Chair to begin the mediation process.
- IV. The mediator shall summarize, in writing, any agreement reached, or provide the Grievance Committee and the grievant a summary of discussion if a resolution is not reached.

D. Arbitration:

If a satisfactory resolution is not achieved by mediation, the grievant may elect to proceed to binding arbitration.

- I. The grieving party shall notify the Planning Council in writing, within five (5) working days, at the address provided above, if it elects to proceed to arbitration.
- II. The Support Staff of the Planning Council shall provide the grievant with a list of arbitrators within five (5) working days of the notification.
- III. Binding arbitration shall be conducted an arbitrator who is licensed by the Virginia Supreme Court, in accordance with the Standards set forth by the American Arbitration Association.
- IV. The grievant shall prioritize the selection of an arbitrator by ranking the arbitrators listed and returning the list to the Office of

the Planning Council within five (5) working days after the date of the list was provided.

- V. The Staff of the Planning Council shall endeavor to retain one of the top three arbitrators as ranked by grievant and shall document the effort. If none of them is available, the Staff shall go down the list three priority ranks at a time until an arbitrator is retained.
- VI. Time is of the essence. Unavailability of an arbitrator within the prescribed time limit is sufficient grounds to deem an arbitrator unavailable.
- VII. The arbitration shall commence within thirty (30) days of the date the list of arbitrators was provided to the grievant.
- VIII. The arbitrator shall fix the date and time of each arbitration session, which shall be held at a convenient location within the Norfolk TGA.
- IX. The arbitrator shall issue his/her ruling in writing, no later than thirty (30) days from the date of the closing of the hearing.

E. Decisions and Remedies:

- I. Any agreement related to a grievance shall be put in a written document and signed by all parties.
- II. No monetary damages shall be awarded. Mediation and/or arbitration fees shall be borne equally by the parties. However, each party shall be responsible for the expenses and costs related to its own counsel and presentation.
- III. All decisions and remedies that result in a change of policy or procedure shall not be retroactive.

**Greater Hampton Roads HIV Health Services
Planning Council
Grievance Procedure**

GRIEVANCE INTAKE FORM

1. Full Name of Grievant: _____

2. Current Mailing Address: _____

3. Telephone Number: _____ Fax Number: _____

Statement of grievance, reason for grievance, and explanation of how the person or organization submitting the grievance has been affected by the decision of the Planning Council. Please be brief and to the point.

Signature: _____ Date: _____

4. Date of action that is subject of grievance _____

5. What result is sought by the grievant? _____

6. The "Grievance Intake Form" may be hand-delivered, faxed, or mailed to:

Greater Hampton Roads HIV Health Services Planning Council
741 Monticello Avenue
Norfolk, VA 23510
Telephone #: (757) 823 4409 or (757) 823 4410
Fax #: (757) 664 6018

The day that the "Grievance Intake Form" is received at the Planning Council Office will be considered the date of filing.

The Greater Hampton Roads HIV Health Services Planning Council

Code of Conduct

- A. Every member will treat every other member with courtesy and respect his/her legitimate right to be part of discussions and decision-making. This means that all members/participants in meetings will have the opportunity to speak and be listened to without interruptions.
- B. Every member will be truthful and honest.
- C. Every member will honor commitments and be prepared for all Planning Council work.
- D. A member who is a potential Part A Provider shall identify him/herself as such when participating in Council discussion relevant to his/her service.
- E. There will be no personal attacks on anyone; disagreements will focus on issues, not upon individuals.
- F. Once decisions are made, every member of the group will support the decision, regardless of his/her personal position.
- G. Information presented in confidence will be held in confidence and not discussed outside the meeting.
- H. Every member will honor his/her responsibility to present and consider the concerns of specific communities or population groups, but shall also consider the overall needs of people living with HIV disease and balance the interests of both in discussion and decision making.
- I. Every member will speak positively about the Planning body in public; problems will be addressed within the group.
- J. Any member, who feels s/he cannot support the mission, goals, strategies, programs, and/or leadership of the Planning body as agreed upon by the members, should resign from the Planning Council.

DEFINITIONS AND ACRONYMS

The following definitions shall have the ascribed meaning when used in these Bylaws, except to the extent that the context clearly requires and indicates otherwise.

HIV/AIDS and Ryan White Treatment and Reauthorization Act of 2009 terms:

AIDS (Acquired Immune Deficiency Syndrome): A disease of the immune system characterized by increased susceptibility to opportunistic infections. It is chiefly transmitted through blood or blood products or other bodily fluids.

CARE Act (Comprehensive AIDS Resources Emergency Act): Federal legislation created to address the health care and service needs of people living with HIV/AIDS and their families.

CEO (Chief elected Official): The Mayor of the City of Norfolk, who is the official recipient of Part A Ryan White Treatment Reauthorization Act of 2009 funds within the Transitional Grant Area (TGA). The CEO is ultimately responsible for administering all aspects of the Ryan White Treatment Reauthorization Act of 2009 in the TGA and ensuring that all legal requirements are met.

HIV (Human Immunodeficiency Virus): The entire spectrum of the HIV virus, from post-infection to the clinical definition of AIDS.

HRSA/HAB (Health Resources and Services Administration – HIV/AIDS Bureau): The Department of Health and Human Services agency that oversees the Ryan White Treatment Modernization Act of 2009.

Part A (Formerly known as Title I): The part of the Ryan White Treatment Reauthorization Act of 2009 that provides emergency relief to localities disproportionately affected by HIV epidemic.

Part B (Formerly known as Title II): The part of the Ryan White Treatment Reauthorization Act of 2009 that provides funding to states and territories to improve the quality, availability, and organization of health and support services for individuals living with HIV/AIDS and their families.

Part C (Formerly known as Title III): The part of the Ryan White Treatment Reauthorization Act of 2009 that provides funding to public and private nonprofit organizations for outpatient HIV early intervention services (EIS), and for early intervention services planning, and capacity building.