



# How Planning Councils/Planning Bodies Address Common Membership Issues in Their Bylaws

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## Introduction

One of the most frequent challenges facing Ryan White HIV/AIDS Program (RWHAP) Part A Planning Councils and Planning Bodies (PC/PBs) is membership – appropriate requirements and expectations for members, and guidance for recruiting, engaging, and managing a diverse and active membership so it meets planning needs and legislative requirements.

PC/PBs typically include policies around membership in their bylaws, and then develop procedures (e.g., Open Nominations Process, Committee Operating Procedures) to help implement those policies. Recommending what to include in the bylaws is usually a task for the Executive or Governance Committee.

Many factors affect decisions about membership. When the PC/PB is an official city or county board or commission, it may need to meet some official requirements and have proposed bylaws provisions reviewed by the city or county counsel. The recipient usually does not play a formal role in membership recruitment, and to avoid conflicts of interest, does not serve as a voting member of the PC/PB.<sup>1</sup> However, the recipient sometimes assists in interactions with the Chief Elected Official (CEO) or helps to identify a RWHAP Part B or Medicaid representative. An integrated prevention-care PC/PB may have special membership needs. Some PC/PBs allow use of alternates when a member cannot attend a meeting; their roles and selection need to be addressed in bylaws.<sup>2</sup>

These and many other aspects of membership need to be considered and then addressed in the bylaws. Often the responsible committee finds it helpful to begin by reviewing the legislation, identifying sound practice, and exploring how other PC/PBs handle the issue.

This document is designed to support that process. It addresses issues related to membership that can be challenging for PC/PBs:

1. **Open nominations:** policies around member recruitment, application review, and recommendations to the Chief Elected Official (CEO) for appointment, based on legislative requirements and the local environment
2. **Number of members:** determining an appropriate size for your PC/PB so that it includes all legislatively required membership categories and is workable for your jurisdiction, and deciding what to include in the bylaws
3. **Reflectiveness** of membership as a component of member recruitment and PC/PB self-assessment
4. **Committee membership:** active participation in a committee(s) for PC/PB members

5. **Attendance requirements:** level of required participation in full PC/PB meetings, committee meetings, and sometimes other required PC/PB activities, and action to be taken if these requirements are not met
6. **Disclosure of HIV status** by members to meet the requirement that at least 33 percent of voting members be people with HIV who receive RWHAP Part A services and are not affiliated with a provider with RWHAP Part A funding
7. **Change in status or affiliation:** what the PC/PB should do when a member no longer meets the requirements for the “seat” they were appointed to fill
8. **Term limits:** limits on the number times a PC/PB member can be re-elected or the number of consecutive terms a member can serve
9. **Resignations:** how members may submit their resignation and when it becomes effective
10. **Renominations:** how the PC/PB should determine whether a current member interested in reappointment will be recommended to the CEO for an additional term

For each of these membership topics this resource includes:

- A brief description of the issue and why it is often a concern for PC/PBs;
- Bullets summarizing sound practice; and
- Example bylaws provisions from at least two PC/PBs that address the issue, usually in different ways.

The bylaws excerpts are exact quotations, with identifying information about the jurisdiction removed. In some excerpts that address multiple topics, the most relevant information is highlighted in **Bold**.

## 1. Open Nominations

The legislation requires that “Nominations for membership on the council shall be identified through an open process and candidates shall be selected based on locally delineated and publicized criteria” [Section 2602(b)(1)]. The *Ryan White HIV/AIDS Program Part A Manual, 2013 version*, specifies that member selection must be through “an open nominations process that has been approved by HRSA” [p 80]. Such a process is considered “necessary to obtain a planning council whose membership meets both legislative requirements and the practical needs of the RWHAP Part A program”. Appointments are made by the CEO, who is expected to “approve and/or appoint as planning council members only individuals who have gone through the open nominations process” [p 117].

### Sound Practice

- All applicants for membership, regardless of the seat they will fill, need to be reviewed through the open nominations process before they are recommended by the PC/PB and appointed by the CEO.
- PC/PBs need to ensure that an appropriate open nominations process exists and that it is followed consistently. Bylaws should clearly describe both membership criteria and requirements, and the open nominations process.

- The process should be “further detailed and adopted as policy by the full council” [Part A Manual, 2013 version, p 126] as part of local policies and procedures.
- The process should specify required membership positions (representation requirements) as well as locally specified membership needs, the need to ensure that membership reflects the epidemic in the Eligible Metropolitan Area (EMA) or Transitional Grant Area (TGA) (reflectiveness requirement), and conflict of interest requirements.
- Both self-nominations and nominations by others should be permitted.
- Outreach, application, vetting, PC/PB recommendations, and CEO appointment procedures should be clearly explained, including any additional vetting done by the CEO.
- The application form – which should be available online – should describe the open nominations process and appointment by the CEO, and explain requirements including time and attendance demands, the policy on disclosure of HIV status, and required disclosures and forms.
- The process and membership needs should be widely publicized through traditional and social media, HIV service providers, and on the PC/PB website.
- Timing depends on the PC/PB’s recruitment schedule. If membership terms all end on the same date (for example, terms end on December 31, with half one year, half the next if you have two-year terms), then you may do one major recruitment a year, supplemented as needed to fill partial terms when vacancies occur. If terms end on different dates depending on when a member was appointed, the PC may do frequent or ongoing recruitment. It can still be helpful to do heavy recruitment once or twice a year, to have applications on hand when terms end or vacancies occur.
- All PC/PB members should be familiar with the open nominations process.
- Members of the committee responsible for nominations should receive in-depth training in the open nominations process.

## Example Bylaws

### *Open Nominations Example Bylaw*

#### *West Coast EMA*

#### **IV. NOMINATION PROCESS:**

**Section 1. Open Nominations Process.** Application, evaluation, nomination and appointment of [Planning Council] members shall follow “...an open process (in which) candidates shall be selected based on locally delineated and publicized criteria,” as described in Section 2602(b)(1) of the Ryan White legislation and “develop and apply criteria for selecting [HIV planning group] members, placing special emphasis on identifying representatives of at-risk, affected, HIV-positive, and socio-economically marginalized populations,” as required by the CDC *HIV Planning Guidance*.

- A. The [Planning Council’s] Open Nominations Process is defined in Policy/ Procedure #09.4205 (*[Planning Council] Membership Evaluation and Nominations Process*) and related policies and procedures.

- B. Nomination of candidates that are forwarded to the [Board of Supervisors (BOS)] for appointment shall be made according to the policy and criteria adopted by the [Planning Council].

**Section 2. Application.** Application for [Planning Council] membership shall be made on forms as approved by the Commission and detailed in Policy/Procedure #09.4203 (*Planning Council Membership Applications*).

- A. All candidates for first-time [Planning Council] membership shall be interviewed by the Operations Committee in accordance with Policy/Procedure #09.4204 (*[Planning Council] Candidate Interviews*).
- B. Any candidate may apply individually or through recommendation of other stakeholders or entities.
- C. **Candidates cannot be recommended to the [Planning Council] or nominated to the [Board of Supervisors (BOS)] without completing appropriate [Planning Council]-approved application materials and being evaluated and scored by the Operations Committee.**

**Section 3. Appointments.** All [Planning Council] members ([Members], Alternates and Community Members) must be appointed by the BOS.

#### ***Open Nominations Example Bylaw Northeastern EMA***

#### **Section 4.2 Member Recruitment**

...The CEO of the EMA, shall have the responsibility to officially appoint members following an open nominations process.

Members of the Planning Council shall be recruited through a well-publicized, open nominations process. The guidelines for this process are included in the applications that are distributed to potential members. Recruitment publicity shall include mailings, posted materials, attendance at public events and other means, and media with contact phone numbers for request of an application packet. The website, phone number, and email address of the Planning Council support unit will be clearly advertised on all recruiting documents, and the documents will be made available in multiple languages.

Members and potential members with limitations, such as mobility, visual, hearing, or others, will be accommodated so that their limitation does not impact their ability to serve as a council member. Individuals seeking to serve on the Planning Council shall be required to fill out a written application for membership. The applications shall contain information sheets detailing all aspects of the open nominations process, including rules, regulations, selection criteria, and roles and responsibilities of Planning Council members. The Planning Council's conflict of interest policy shall be detailed in these materials. The applications shall be reviewed by the Membership and Nominating Committee.

#### ***Open Nominations Example Bylaw Midwest TGA***

#### **Article IV – MEMBERSHIP**

#### **Section 4.2 Open Nominations Process**

- a) **All potential members of the Planning Council must go through the Planning Council's open nominations process, which is managed by the [Membership]**

### **Committee, through a Membership Interview and Recommendation Panel.**

The process will comply with the Health Resources [and] Services Administration (HRSA) guidance, federal rules and regulations, and terms of the Intergovernmental Agreement (IGA). This process shall include broad recruitment for potential members, use of an approved application form, interviews and assessment using clearly established criteria, and Membership Committee recommendation of a slate of nominees for membership (one per available slot) to the Grantee for coordination with the City and the County Executive in accordance with the Intergovernmental Agreement. The County Executive and County Council shall make the final decisions and appointments while complying with applicable federal law. The “Open Nominations Process” is incorporated into these bylaws and included as Appendix D.

### ***Open Nominations Example Bylaw Southern TGA***

#### **Section 4. Election of Members:**

...The PC shall follow an open nominations process for membership recruitment. Open nominations process shall include:

- PC will define clear criteria for recruitment including but not limited to:
  - Federally mandated categories which are vacant.
  - Demographics needed to ensure PC reflects persons living with HIV/AIDS in the TGA.
  - Locally determined membership needs.
  - Incorporation of conflict of interest requirements.
  - Skills needed to fulfill Planning Council charge.
- Ongoing announcements based upon membership needs, including but not limited to notice to service providers, local HIV publications, press releases and other community resources.
- Announcements shall include PC member requirements including but not limited to:
  - Time commitments involved with PC service.
  - Conflict of interest standards.
  - HIV disclosure requirements.
- Nominations process shall incorporate open-ended questions to capture information about applicant’s background, experience and skills.
- Representative and impartial membership committee to review nominations.

## **2. Number of Members**

A PC/PB needs a diverse membership that is reflective of the local epidemic and includes legislatively-required representation. The minimum number of members required to include all those seats – and have at least 33 percent of members that are unaligned people with HIV who are receiving RWHAP Part A services – depends on the number of RWHAP and other HIV-related federal grants, but is generally about 21. Many PC/PBs include additional seats based on local considerations. For example, some have one representative from each

county supervisory district. Where the service area covers multiple counties, some include representatives from other county health departments. PC/PBs often specify a minimum and/or maximum number of members in their Bylaws. This has both advantages and disadvantages.

## Sound Practice

- The PC/PB is expected to ensure that its membership includes at least 33% unaligned RWHAP Part A clients. That means that for every two non-client members added, one additional client seat is required.
- Specifying a maximum number of members for the PC/PB can be helpful. It helps keep the PC/PB at a practical size – large enough to provide diverse perspectives and meet legislative requirements, but small enough to be manageable, especially where PCS funding is limited. A stated maximum also helps discourage expanding membership size by allowing members to stay on when a change of status makes them ineligible for their current seat.
- A stated maximum should be large enough to permit adding a seat if needed to meet legislative requirements. For example, the PC/PB may have had a single member representing both mental health and substance abuse services, but when that individual's term ends, be unable to find a replacement with both types of expertise – so an additional seat is required.
- An integrated prevention and care PC/PB may need a larger number of members than a care-only body, to ensure representation from sectors and subpopulations important in prevention planning.
- PCS should work with the committee responsible for membership to periodically identify new HIV-related federal grants, since the PC/PB is expected to provide representation for each RWHAP Part or type of HIV project – e.g., Housing Opportunities for Persons with AIDS (HOPWA), HIV prevention, Part C, Part D, Part F AIDS Education and Training Centers (AETCs), Part F dental programs, Part F Special Projects of National Significance (SPNS).
- Specifying a minimum number of members is not necessary, since that is determined by required seats. Moreover, some jurisdictions have found that if they state a minimum in the bylaws and vacancies bring them below that minimum, they are not permitted by the city or county to do any business until the membership is once more at or above the minimum.

## Example Bylaws

***Number of Members Example Bylaw (Neither maximum nor minimum number of members stated)***

***Southeastern EMA***

**SECTION 3:** The membership of the Council shall be as delineated in the Ryan White Act, as amended.

***Number of Members Example Bylaw (Neither maximum nor minimum number of members stated)***

***Western TGA***

**ARTICLE III – MEMBERSHIP**

**B. SIZE:** The Council shall consist of the number of members necessary to fulfill all applicable federal legislation and guidance regarding membership positions.

***Number of Members Example Bylaw (Maximum number of members stated)***

***Southern TGA (planning body)***

**Section A. Membership**

1. Advisory Council shall consist of no more than thirty (30) members

***Number of Members Example Bylaw (Maximum number of members stated)***

***Southwestern EMA***

**Section 3.5 – Number of Members**

The maximum number of Council members shall be thirty-three (33), including the Chairperson.

***Number of Members Example Bylaw (Maximum number of members stated)***

***Southwestern TGA***

**Section 3.1: Composition of Voting Membership**

...

The Planning Council **shall have not more than 25 voting members.** In recommending members, the Planning Council shall comply with membership requirements of the Ryan White Act, and shall attempt to reflect the diversity of affected populations, demographically and geographically, as well as HIV-related institutional and community-based health and support service providers.

***Number of Members Example Bylaw (Minimum and maximum number of members stated)***

***Midwestern TGA***

*[Prevention-care integrated planning body]*

**Article 2 – Membership**

**Section 2.1 Number and Qualifications**

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

***Number of Members Example Bylaw (Minimum and maximum number of members stated)***

***Southeastern EMA***

*[Prevention-care integrated planning body]*

## Article III: Members

### Section 3.1.1 Number of Members

The Planning Body shall have not less than 15 and not more than 35 regular voting members.

## 3. Reflectiveness

RWHAP legislation requires that PC/PB membership “reflect in its composition the demographics of the population of individuals with HIV in the Part A jurisdiction,” and this applies to both overall membership [Section 2602(b)(1)] and “unaligned consumer” members, persons with lived experience who are receiving RWHAP Part A services and are not affiliated with funded Part A providers as staff, board members, or consultants [Section 2602(b)(5)(C)(1)].

The recipient is required to submit a PC/PB Reflectiveness and Roster Tool as part of the annual Program Report; the Tool asks for data on race/ethnicity, gender, and age for HIV Prevalence in the EMA/TGA, Total Members of the PC/PB, and Unaligned RWHAP Clients on PC/PB. PC/PBs often use these factors in recruitment. Questions sometimes arise about what demographics should be considered in order to recruit a reflective membership. Sometimes PC/PBs choose to include additional factors such as sexual orientation. Stating and explaining reflectiveness in the bylaws help ensure its consistent consideration as part of recruitment and applicant review.

### Sound Practice

- PC/PB members should become familiar with legislative requirements around reflectiveness.
- Many PC/PBs reference or include legislative language in the bylaws, with focus on the requirement that both the membership of unaligned people with HIV who receive RWHAP Part A services and the full PC membership are expected to be reflective of the local epidemic.
- Bylaws should state the reflectiveness requirement; policies and procedures related to open nominations should specify how to ensure reflectiveness.
- Typically, PC/PBs include at least the demographic factors that HRSA specifies in the annual reporting format on representation and reflectiveness that is required as part of the Programs Report from the recipient: race/ethnicity, gender, and age.
- Many PC/PBs place strong emphasis on ensuring diverse membership, considering additional factors such as gender identity, language or immigrant status, and place of residence within the EMA or TGA. Usually, the PC/PB receives updated epidemiologic data annually, so demographics of the local epidemic can be used in setting reflectiveness goals.



- There needs to be clear responsibility for addressing reflectiveness. Typically, the committee responsible for membership is expected to monitor member reflectiveness and ensure that it is considered in member recruitment, as part of the open nominations process.

## Example Bylaws

### *Reflectiveness Example Bylaw*

#### *Northeastern TGA*

##### **Section 5.2 Membership Categories and Eligibility**

A. ...At a minimum, membership shall include the congressionally mandated categories of membership, plus thirty-three (33) percent of unaligned consumers, and **shall resemble, as closely as possible, the race, ethnicity, gender and geography of the local epidemic.**

### *Reflectiveness Example Bylaw*

#### *Southeastern EMA*

##### **Section 3.1.2 Member Diversity**

Member recruitment efforts are expected to ensure that the Planning Body as a whole and its consumer members reflect the diversity of the area's affected populations, demographically and geographically, as well as HIV-related institutional and community-based prevention, health, and support service providers.

### *Reflectiveness Example Bylaw*

#### *Midwestern TGA*

*[Prevention-care integrated planning body]*

##### **Section B.2 Additional Membership Requirements**

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

## 4. Committee Membership

PC/PBs differ in the participation requirements they establish for members. Most expect members to attend PC/PB meetings, and some require participation in other PC/PB activities (i.e., committees, training, an annual retreat). There is sometimes a question about whether all members should be required to be active members of a committee. Committees are extremely important in planning. However, this requirement can make it harder to recruit members, especially individuals who are very busy or live outside the central city or even outside the Eligible Metropolitan Area (EMA) or Transitional Grant Area (TGA). For example, the RWHAP Part B or Medicaid representative may live in the state capital, which can be far from the EMA or TGA. Where online participation is not permitted, such a requirement can make it difficult to fill such seats. Some PC/PBs include in the bylaws both a requirement for committee participation and exceptions to that requirement. This makes the expectation clear and makes it easier to consistently enforce whatever requirement is specified.

### Sound Practice

- HRSA has not specified requirements regarding committee participation, but most PC/PBs require members to serve actively on a committee. Usually the requirement is for participation on a standing committee, but PC/PBs that make frequent use of ad hoc committees may make them an option as well.
- Typically, the procedure is for each member to have a “committee of record” and to meet the same attendance requirements for that committee as for full PC/PB meetings.
- Bylaws should specify who makes committee appointments. Often it is the Chair or Co-Chairs, and sometimes the committee responsible for membership. In either case, engagement is likely to be greater when the member’s committee preference is considered; often, members are asked to provide two options.
- Support staff keep records of PC/PB and committee of record meeting attendance – and attendance at Steering/Executive Committee meetings for members serving on that committee – and provide this information to the committee responsible for membership, so it can monitor participation and take action when attendance does not meet requirements.
- Committees may spend a lot of time answering questions asked by irregular attendees to explain what they did and why or to rethink decisions made at a meeting not attended. Sound practice is to require members who want to serve on a committee(s) to join only if they commit to attending regularly.
- Non-PC/PB members may serve on all committees except governance committees (e.g., Steering, Membership). Some PC/PBs require that members of the committee responsible for allocations be PC/PB members, since such members have to meet strict conflict of interest standards. Usually the committee chair must be a PC/PB member.
- Sometimes a PC/PB exempts members from committee participation if they live far away – usually this applies primarily to members like a Part B representative who works in the state capital, when the EMA or TGA is not located in the capital. Sometimes there are other exceptions. However, exceptions need to be limited or there is a perception of unequal treatment.

- Where open meeting laws permit, committee meetings can be held via teleconference or as hybrid meetings, to make participation easier, especially for those who live far from the meeting location.

## Example Bylaws

### *Committee Membership Example Bylaw (Requirement)*

#### *Southern TGA*

4.5 All Planning [Council] Members shall **serve on and actively participate in at least one (1) Standing Committee.**

### *Committee Membership Example Bylaw (Requirement)*

#### *Southeastern EMA*

(b) A [Planning] Council member is required to **actively participate on at least one standing committee** to retain [Planning] Council membership. Failure to actively participate will result in removal from council membership.

### *Committee Membership Example Bylaw (Requirement, but with exceptions)*

#### *Western EMA*

Section 2. Committee Assignments. [PC members] are required to be a member of at least one **standing committee, the member’s “primary committee assignment,”** and adhere to attendance requirements of that committee.

- A. **[PC members] who live and work outside of [X] County as necessary to meet expectations of their specific seats on the Commission are exempted** from the requirement of a primary committee assignment.
- B. [PC members]... are allowed to voluntarily request or accept “secondary committee assignments” upon agreement of the Co-Chairs.

#### *Southeastern EMA*

### **Article IV – Membership**

**Section 1:** All Members and Alternates of the Council shall be appointed by the Broward County Board of County Commissioners....

**Section 9:** Council members and Alternates shall be a member of at least one standing Committee. Failure to participate on a standing committee shall be grounds for removal from the Council.

## 5. Attendance Requirements

RWHAP community planning calls for decision-making by a diverse group of PC/PB members representing a variety of populations and expertise. No business can be done if poor attendance leads to the lack of a quorum. Continuity of attendance is also important, because discussions at one meeting often build on the decisions made at the prior meeting. Most PC/PBs have some form of attendance requirement for PC/PB meetings, committee meetings, and other key events, such as the data presentation for Priority Setting and Resource Allocation and annual PC/PB training.

## Sound Practice

- Bylaws should clearly state attendance requirements and summarize the action to be taken if they are not met.
- Attendance requirements should exist for both full PC/PB meetings and committee meetings. Typically, a member is not permitted to miss more than a specified number of consecutive meetings or a specified number of meetings per year. Participation is separately documented for full PC/PB meetings and other PC/PB events, and for committee meetings.
- Some PC/PBs require that attendance not only involves being present at roll call at the beginning of the meeting, but for the entire meeting or at least a specified portion of it (e.g., 75 percent). A few PC/PBs call the roll more than once during a meeting, to document continued attendance, or repeat the roll call if someone questions whether a quorum exists.
- Where permitted by the office of the CEO, PC/PB bylaws sometimes specify that a member who has missed a specified number of consecutive meetings or more than a certain number of meetings in a year is assumed to have resigned, and is automatically removed from membership. Others recommend removal of the member by the CEO for non-participation.
- Some PC/PBs distinguish between excused or unexcused absences, and allow more absences if they are excused – e.g., the member indicated absence prior to the meeting and there was an acceptable reason as defined in the bylaws or policies, such as illness.
- Some PC/PBs offer a leave of absence for a member who cannot participate for a period of up to six months, as an alternative to removal. They do not consider a member on leave of absence to be an active member, and therefore the absence does not affect quorum. This practice can help PC/PBs avoid losing valued members, including people with HIV, due to illness or other temporary challenges. However, not more than one or two members should be given leave at the same time, especially in a relatively small PC/PB, since it is important to retain the diversity of perspectives at meetings.
- Monitoring attendance requires careful documentation at each meeting. Usually, planning council support (PCS) staff are responsible for recording attendance, and a record of attendance is provided regularly to the committee responsible for membership. The committee and PCS often work together to monitor attendance and inform leadership and members about attendance issues.
- A PC/PB experiencing serious attendance problems should ask the committee responsible for membership or operations to explore the situation and see if action is needed. For example, the meeting time or location may be inconvenient, or a high level of tension or negativity may be discouraging attendance.
- Some PC/PBs have more flexible attendance requirements for members with HIV than for other members, but this has become less common in recent years.
- Attendance requirements should be clearly stated in the membership application package and during orientation, to ensure that everyone who joins the PC/PB is aware of them.

## Example Bylaws

### *Attendance Requirements Example Bylaws (Summary in bylaw) Northeastern EMA*

#### **Section 4.6 Member Vacancy, Resignation, and Removal**

The Planning Council Support staff will monitor member attendance and provide attendance summaries once a month at the Executive Committee meeting. Members who fail to attend three (3) consecutive meetings without requesting permission will receive a warning issued by the CEO or his representative. The member will be entitled to a response period of 30 days in which they may respond to the warning in writing and justify or provide detail of their situation. Members who accrue five (5) total absences, regardless if they are consecutive or non-consecutive and regardless if they are excused, after written notice, shall forfeit their position on the Planning Council. Reasonable accommodations shall be extended to those members who require them because of an illness or disability.

### *Attendance Requirements Example Bylaws (Summary in bylaw) Upper Midwestern TGA*

#### **2.8. Attendance Requirements**

Members are required to attend all regularly scheduled meetings of the council and their assigned committees. In addition, members are required to attend ad hoc committee meetings when scheduled. Members are required to attend 50 percent of meetings and cannot miss three consecutive regularly scheduled meetings in a rolling calendar year to maintain membership on the council.

#### **2.9. Removal for Non-Attendance**

If a member accrues two consecutive absences, or five total absences during the most recent twelve-month period, whether it is from the full council or their assigned committee meetings, they will automatically receive a warning letter. **If a member misses three consecutive meetings, or six total absences during the most recent twelve-month period, they will automatically be removed from the council.**

### *Attendance Requirements Example Bylaws (Detail in bylaw)*

#### *Midwestern TGA*

#### **Section B.5 Attendance Requirements**

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

- a) All HIV [Planning Council] members must attend at least two-thirds of regularly scheduled [Planning Council] meetings and two-thirds of regularly-scheduled committee meetings each rolling calendar year, based on the date of appointment to the HIV [Planning Council].
- b) Members who are unable to attend regularly scheduled meetings for one of the following reasons may submit, in writing or by telephone to the HIV [Planning Council] Support office, a request for an excused absence, which, if approved, will not count against their maximum allowed absences.

1. Personal sickness;
  2. Personal or family emergency;
  3. Death in the family/funeral;
  4. Vacation (with mandatory advanced notice); and
  5. Conflicting work or advocacy commitments (with mandatory advanced notice).
- c) Members are allowed a maximum of three excused absences each for HIV [Planning Council], Executive Committee, and HIV [Planning Council] committee meetings.

### **Section B.9 Removal for Non-attendance or Death**

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

### ***Leave of Absence Example Bylaws***

*[Prevention-care integrated planning body]*

#### **Midwestern TGA**

### **Section B.6 Leave of Absence**

A [name of body] member may request a leave of absence from the Membership Committee. A leave of absence may be not less than two nor more than six months. A leave of absence may be granted by a majority vote of the committee for reasons included in Section B.5 [personal sickness, personal or family emergency, etc.]... A member who is on a leave of absence shall not be counted as an active member in determining quorum. If a member is unable to return to active membership...after the approved end date of leave of absence (maximum of 6 months from original approval), that person may be recommended for removal from the [body] by the Membership Committee. If there are consecutive excused absences prior to a leave of absence request, they will be included as part of the leave.

### ***Attendance Requirements Example Bylaws (Process laid out in bylaws)***

#### **Mid-Atlantic EMA**

- 3.17 **Attendance.** The aim of the [Planning Council] is for each member to attend in person every regular meeting of the [Planning Council] and to participate actively in at least one standing committee. **Attendance at a meeting means the member arrives within thirty (30) minutes of the published meeting start time and remains for the duration of the meeting.**
- A. All members of the [Planning Council] must attend a minimum of two-thirds of the regularly scheduled meetings held during each program year (for example, at least 6 of 9 [Planning Council] meetings), as well as a minimum of two-thirds

of the regularly scheduled meetings of the standing committee(s) on which they serve.

- B. Should any member accrue more than two absences from [Planning Council] or standing committee meetings within a 12-month program year without extenuating circumstances, the member will be notified of the initiation of the warning and removal process in 3.19 of these bylaws.
- C. Absences under extenuating circumstances must be communicated to the [Planning Council] support staff as soon as possible, but no later than two weeks after the meeting date.

3.19 **Removal for Non-Attendance.** A member's failure to meet established attendance requirements under section 3.17 of these bylaws may result in loss of membership on the [Planning Council]. **The [Planning Council] shall first attempt to improve attendance, and if this fails, shall recommend to the Mayor, through the Mayor's Office of [Boards and Commissions], that the non-attending member be removed in accordance with these bylaws,** subject to the following process and conditions:

- A. *Warning letter.* If a member is in danger of failing to satisfy the meeting attendance requirement (after two [Planning Council and/or standing committee absences during a single program year) the Executive Operations Committee shall work with the Government Co-Chair and [Planning Council staff to send out a warning letter to notify the non-attending member in writing that unless attendance immediately improves, the [Planning Council] will recommend to the Mayor that the non-attending member be removed for failure to meet attendance requirements.
- B. *Response period.* The [Planning Council] shall allow the non-attending member 30 calendar days from the date of the letter to respond in writing, indicating that the member will attend meetings regularly and if relevant, indicating why attendance has been insufficient.
- C. *Letter to [Mayor's Office].* If the member does not begin regularly attending Commission and committee meetings or provide a response that adequately explains special circumstances that caused this non-attendance, the Executive Operations Committee shall recommend the member's removal to [the Mayor's Office of Boards and Commissions]. Following such action, a letter shall be sent to [that office] to request removal of the non-attending member. Written notice of all such actions shall be authored by the Government Co-Chair and provided to the Community Co-Chair, the Executive Operations Committee, and the [Planning Council] staff at the same time correspondence is sent to [the Mayor's Office].
- D. **The application for [Planning Council] membership shall clearly state attendance requirements,** estimate the typical number or range of hours per month required to meet these requirements, and ask applicants to indicate by signing the application that they understand and are prepared to meet these requirements. These requirements shall be discussed at interviews with prospective members, and all new members shall be asked to sign a member agreement that includes a commitment to meet these requirements.

## 6. Disclosure of HIV Status

PC/PBs vary in their requirements for members with HIV to publicly disclose their status. HRSA HAB guidance is that at least two members with HIV who are receiving RWHAP Part A services must be publicly disclosed, and this is in the bylaws of many PC/PBs. The committee responsible for membership needs to know the status of individuals applying for membership as people with HIV who are receiving RWHAP Part A services but are not affiliated with a RWHAP Part A-funded provider. Some PC/PBs require that members in this category be publicly disclosed, since they link the PC/PB with people with HIV in the community. Others have found that requiring public disclosure makes it harder to recruit such members. Sometimes PC/PBs require that a specific number of members to publicly disclose their status, but allow others to disclose their status only to the committee responsible for membership, or to disclose in limited ways. When full disclosure is not a requirement, the PC/PB needs requirements and procedures to protect the confidentiality of information about members' HIV status.

### Sound Practice

- The legislation is silent on disclosure, but it is important to have some publicly disclosed members who are willing to discuss their experiences as people with lived experience with HIV.
- Unaligned people with lived experience may be asked to disclose their HIV status, since being a person with HIV is one of the requirements for the membership slots they fill and disclosure helps them serve as leaders and representatives of the PC/PB in the community.
- Disclosure requirements need careful consideration, based on factors like level of stigma and discrimination in a community. Sometimes requiring full disclosure makes it very difficult to meet reflectiveness requirements, since certain subpopulations face greater stigma and discrimination.
- Various forms of partial disclosure are offered by some PC/PBs and these can be helpful, though open meetings laws may make partial disclosure difficult.
- Some PC/PBs require members to sign confidentiality agreements that include not publicly disclosing the HIV status or any personal health information about any other PC/PB or committee member.
- The PC/PB Code of Conduct often specifies that members may not disclose another individual's HIV status or other medical status information, and policies and procedures specify action to be taken if this non-disclosure requirement is violated.
- An active people with HIV committee (often called the consumer committee) can provide support and make it easier for people to disclose their status.



## Example Bylaws

### *Disclosure Example Bylaw*

#### *Midwest TGA*

#### **Article VI – Membership**

#### **Section 6.2 Composition**

At least two consumer representatives must publicly disclose their HIV status.

### *Disclosure Example Bylaw*

#### *Western TGA*

2. The consumer membership of the Council shall reflect the demographics of the populations of infected or affected individuals living with HIV in the TGA. **At least two of these members must be openly living with HIV and be willing to sign a release allowing public identification of their HIV status.**

### *Disclosure Example Bylaw (Protection of confidentiality)*

#### *Southwestern TGA*

#### **d. Member Disclosure of HIV Status**

Due to HRSA requirements, a percentage of Planning Council members must be HIV-positive. **Members who are HIV-positive shall be asked to disclose their status to the Executive Committee. This information shall be treated as confidential and used for Planning Council purposes of ensuring HRSA requirements only.**

### *Disclosure Example Bylaw (Protection of confidentiality)*

#### *Northeastern TGA*

#### **Section VII – Approval of Nominees/Closed Session**

In order to protect the confidentiality of persons nominated for membership on the Planning Council, **the approval of nominations shall occur during a closed session at the end of the Planning Council meeting.** All non-Planning Council members, as well as potential membership candidates, re-appointees, and any affected parties will be asked to temporarily leave the meeting while Planning Council members vote to approve the nomination of new members and reappointment of members.

### *Disclosure Example (Items in the Code of Conduct designed to protect confidentiality)*

#### *Midwestern TGA*

7. Recognizing that within the confines of the [State] Open Meetings Act all information presented at a Council or Committee meeting is part of the public record, Council members shall exercise discretion when discussing confidential or sensitive information, most notably an individual's HIV status.

### *Disclosure Example (Items in the Code of Conduct designed to protect confidentiality)*

#### *Southern TGA*

2. Hold confidential any information presented in a meeting in regards to an individual's HIV status or other medical/personal information.

***Disclosure Example (Items in the Code of Conduct designed to protect confidentiality)  
Mid-Atlantic EMA***

11. Follow the Council’s Confidentiality Policy, as stated in the Confidentiality Pledge signed by each member. This means not disclosing personal information about any Planning Council or committee or subcommittee member – such as the HIV status of anyone who is not publicly disclosed, or medical or personal/personnel information that would constitute an invasion of privacy – that was obtained through their Planning Council relationships and activities.

## **7. Change in Status or Affiliation**

PC/PB members are chosen to fill specific “seats,” often legislatively required. Sometimes a member’s status changes partway through their term, and they no longer fit into that seat or category. For example, a member who is the project director for a Part C grantee may resign from that position, so they are no longer affiliated with a Part C provider. The term “unaffiliated” is also often used to describe a person with HIV who is receiving RWHAP Part A services and is “unaligned” – legislatively defined as not serving as an officer, employer, or consultant to any provider receiving RWHAP Part A funds. At least 33% of members must meet this requirement. A member filling one of these seats might be hired by a RWHAP Part A service provider and therefore lose unaligned status. The PC/PB needs clear and consistent policies for addressing such situations, to guide both the member and the PC/PB.

### **Sound Practice**

- Any member whose status changes should be required to inform the PC/PB (usually PCS staff and either the Chair or the Membership Chair) within a specified time period – often 14 calendar days (two weeks).
- The planning body needs a clear process for handling changes in affiliation, since having someone who does not currently fit into an approved membership slot could lead to a grievance if that member votes on a decision related to funding (e.g., priorities, allocations, or reallocations). An individual appointed to fill a specific seat who no longer meets membership requirements should not be permitted to vote.
- The committee responsible for membership should address the situation.
- If the member qualifies for another vacant seat, the PC/PB can request their appointment to that seat.

### **Example Bylaws**

***Change in Status Example Bylaw (Automatic resignation)  
Northeastern TGA***

**A. Removal of Planning Council [Members].**

1. Automatic Removal for Cause if:

- i. A [PC member] fails to maintain membership qualifications pursuant to Section [X.X] above, whether for membership category or entity affiliation or fails to maintain the

qualifications for membership set forth in ... Act, the [member] shall **automatically forfeit [membership]** on the Council...

#### ***Change in Status Example Bylaw (Required resignation)***

##### ***Northeastern EMA***

#### **4.11 Replacement of Members.**

Change in Position. At such time as a member of the Planning Council changes their professional responsibilities so that they no longer represent the constituency/category for which they were originally appointed, **that member shall immediately resign** from the Planning Council in a written notice to the Chief Elected Official, Council Chair and Council Secretary copied to the Project Manager.

#### ***Change in Status Example Bylaw (Recommendation for removal to CEO)***

##### ***Western TGA***

2. The Council may recommend to the CEO that a member be removed for any of the following reasons:
  - a. **loss of the affiliation which qualified the member** to represent a membership category as defined in Section 4.C and Section 4.D;
  - b. failure to comply with the duties of membership as defined in Section 4.I.1; or
  - c. unreasonable conduct or behaviors that significantly interfere with the business of the Planning Council.

## **8. Term Limits**

In order to ensure that each PC/PB is “reflective of the demographics of the population of individuals with HIV in the jurisdiction, HRSA HAB expects the PC/PB to establish term limits and membership rotation.” Bylaws should specify the limit on how many times a PC/PB member can be renominated by the PC/PB for reappointment by the CEO. Sometimes the Bylaws specify the number of consecutive terms a member may serve and require the member to be absent from the PC/PB for a specified amount of time and then permit the individual to be considered for renomination and reappointment.

### **Sound Practice**

- Bylaws should specify the length of member terms and the number of consecutive terms an individual may serve.
- PC/PBs should have term limits to provide for what HRSA HAB refers to as “membership rotations.” Term limits make room for new members and new perspectives and provide opportunities for younger people to serve, an important consideration in ensuring reflectiveness. Allowing more than one term helps provide “institutional memory,” but limits are needed.
- The appropriate number of terms depends partly on the length of a term. Most PC/PBs have either two- or three-year terms. When a term is two years, members are often permitted to serve three terms or a total of six years. If a term is three years, a limit of two terms allows for the same six years.

- If a member is appointed to fill an uncompleted term, Bylaws sometimes do not count that partial term towards limits, so the member is permitted to serve the specified number of full terms in addition to the partial term.
- Most PC/PBs with term limits make them limits on consecutive terms, and allow a former member to reapply for membership after a specified period (often one year). While this can allow for the return of an exceptionally valuable member, PC/PBs should offer other opportunities for engagement, such as membership on non-governance committees.
- It often takes time for a new member to become comfortable with PC/PB duties and roles, especially if they have no previous community health planning experience. Members may not feel ready to serve as officers until they have served for at least two years. For these reasons, some PC/PBs believe that allowing members to serve more than one term helps make the PC/PB effective.
- Some PC/PBs with term limits allow a Chair or Co-Chair's period of membership to be extended by up to one year to allow them to finish their term.
- PC/PBs that face recruitment challenges often find term limits challenging. However, some have found that they are better able to recruit new members if it is made clear that it is acceptable for a member to serve only one term -- term limits specify the maximum commitment rather than the minimum expectation.
- Some PC/PBs have exceptions to term limits in unusual instances when only a single individual can fill a required seat.
- PC/PBs with alternates or other non-voting members differ in their use of terms and term limits for those members. If they become voting members, their time as alternates is generally not counted in determining term limits.

## Example Bylaws

### *Consecutive Term Limits Example Bylaw*

#### *Southwestern EMA*

#### **Article III – Membership**

#### **Section 3.4 – Terms of Members**

Terms of membership on the Planning Council shall be limited to two (2) consecutive, three- (3-) year terms. After serving two consecutive 3-year terms, individuals must wait twelve (12) months before reapplying for membership on the Planning Council.

### *Consecutive Term Limits, Extension for Co-Chairs Example Bylaw*

#### *Northeastern TGA*

#### **Article IV - Membership**

#### **Section V – Term of Membership**

Terms of membership on the Planning Council shall be two (2) years. Upon expiration of their terms, members may be nominated and re-appointed to one additional two (2) year term, except that nonaligned persons with HIV/AIDS (i.e. persons who do not work full time (30 hours or more) for or serve on the board of an agency receiving Ryan White Part A funds) may be nominated and appointed to a third consecutive two (2) year term up to six years....

After serving two (2) or three (3) consecutive terms, individuals must wait six (6) months before re-applying for membership on the Planning Council. Former members are always invited and encouraged to participate in Planning Council meetings and activities.

If the term of membership of a co-chair of the Planning Council will expire during his or her term of membership, the membership shall be extended to coincide with his or her term as co-chair.

***Consecutive Term Limits with Exception Example Bylaw  
Southeastern EMA***

*[Prevention-care integrated planning body]*

**Article III – Membership**

**Section 3.6 Terms and Vacancies**

In accordance with [jurisdiction] ordinance, an individual shall not serve more than 6 consecutive years without a break in membership of at least 12 consecutive months. Term limits shall not apply to a member who is the only person who can fill a required slot. A waiver of the six-year time limit shall be sought from the [jurisdiction] where necessary.

***No Terms or Limits for Non-Voting Members Example Bylaw  
Southwestern EMA***

**Section 6.**

...The term of service for Planning Council [non-voting] members shall not be limited unless removal of an individual member is recommended under the provisions of the By-Laws.

## 9. Resignations

Bylaws should specify the process PC/PB members should follow if they wish to resign prior to the end of their term. Bylaws should provide information about how a member informs the PC/PB of their resignation, to whom the resignation should be communicated, and when the resignation will take effect. Sometimes more detailed procedures are laid out separately in policies and procedures, but clear language in the bylaws often makes this unnecessary.

### Sound Practice

- Ideally, resignations should be in writing, via email or letter, so there is a clear record. Some PC/PBs permit a verbal resignation made during a regularly scheduled PC/PB or committee meeting, with the resignation acknowledged and documented in the minutes. Others either ask a member who verbally resigns to put the resignation in writing, or confirm the verbal resignation with a letter or email from the PC/PB, usually prepared by PCS.
- It is helpful to have resignations be sent to both the Chair or Co-Chairs and the Planning Council Support manager. Some PC/PBs ask that the Office of the CEO or the recipient be included.

- Bylaws should address when the resignation becomes effective. Usually it is effective immediately upon receipt of the written or verbal resignation unless a different date is specified in a resignation letter or email.
- Once a resignation is effective, the CEO's office should be informed and the individual's name removed from the membership roster.
- Generally, once the notice of resignation has been received and become effective, it cannot be reversed. Return to the PC/PB would require going through a new application process.

## Example Bylaws

### *Resignation Example Bylaw*

#### *Mid-Atlantic EMA*

##### **3.21 Resignation or Removal.**

- A. Resignation. Any member of the [Planning Council] may resign at any time by written notice that bears a valid signature and is delivered in person, via fax, mail or by email to the [Planning Council] Government Co-Chair. The resignation shall take effect at the time specified in the notice, or if not so specified, immediately upon receipt of the notice.

### *Resignation Example Bylaw*

#### *Midwestern TGA*

##### **Section B.7 Resignation**

HIV [Planning Council] members may resign by:

- a. Providing written or electronic notice to Support Staff and/or one or more Co-Chairs of the HIV [Planning Council] or the committee from which they are resigning; or
- b. Providing verbal notice while the HIV [Planning council] or committee is in session, with such resignation being acknowledged by the members and recorded in the minutes.

### *Resignation Example Bylaw*

#### *Midwestern TGA (combined prevention/care planning body)*

##### **Section 5.12 – Resignation of Membership**

A Prevention/Planning Council member wishing to resign must give verbal or written (letter or email) notice to the Prevention/Planning Council Program Manager, who will forward it to the Chair. Verbal resignation will be confirmed [by staff] in writing within 5 days of receipt.

### *Resignation Example Bylaw*

#### *West Coast TGA*

##### **Section 10 – Resignation of Members**

Any member of the Council may resign, and that resignation shall be given in writing to the Community Co-Chair or the Council Support Staff. The resignation shall be effective immediately, unless a specific date is given, and then the specific date shall be the effective date of resignation.

## 10. Renominations

As described in section (Term Limits), most PC/PBs allow members to serve more than one term. Bylaws need to summarize how a member who wants to be reappointed requests renomination from the PC/PB, and how the PC/PB (usually through the committee responsible for membership) is expected to decide whether to recommend the member for an additional term. Bylaws often summarize requirements, and details are provided in policies and procedures, in a special section in the Open Nominations Process that addresses renominations.

### Sound Practice

- Reappointment should not be automatic – current members whose terms are ending must reapply.
- A re-application form can be somewhat simpler than the normal application form, but should clarify continued eligibility for the current seat or membership category (or a request for appointment to a different seat), ask about new expertise or relationships that may be valuable to the PC/PB, and require a commitment to meet member requirements/ expectations (the same as for new applicants).
- An interview with the committee responsible for membership may be required of all applicants for renomination, or may be required only if there is some question about renomination – e.g., level of participation and contribution.
- The committee responsible for membership receives and reviews attendance data for all members seeking renomination – including attendance at PC/PB meetings, committee meetings, annual retreats, PSRA-related sessions, and whatever else is expected – and any violations of the Code of Conduct.

### Example Bylaws

#### *Renomination Example Bylaw*

##### *Mid-Atlantic EMA*

2.4.1. Each member of the Planning Council shall be assigned to a staggered term position. Positions will be staggered so that no more than one third of the Planning Council seats are vacated in a given year. **Persons interested in serving a second term must express their interest to the Nominating Committee and be recommended by the Nominating Committee to the Council for approval.** No member who has served for two consecutive full terms shall be eligible for reappointment by the Mayor until at least one year has elapsed.

#### *Renomination Example Bylaw*

##### *Midwestern TGA*

#### **Section 6.3 Terms of Membership**

All terms of Council membership shall be for three years. Members may serve an unlimited number of three year terms, but **must reapply for membership at the end of each three year term.**

***Renomination Example Bylaw  
Midwestern TGA***

Members may be re-appointed to serve two consecutive terms as long as they follow an open nominations process.

***Renomination Example Bylaw  
Western TGA***

**E. Term**

Each member shall be appointed for a two year term beginning on the date the letter from the CEO is signed. At the end of each two year term, **any member who has performed their duties as a Council member shall be given the opportunity to renew their membership** for another term.

***Renomination Example Bylaw  
Western TGA***

**Section 3.5, Terms**

Candidates for reappointment, including those filling mandated positions, will **be selected following the same policies and procedures used for new members.**

**Endnotes**

1. A recent RWHAP Part A Recipient Letter from the Director of the Division of Metropolitan HIV/AIDS Programs (DMHAP) states that "A recipient representative, whose position is funded with RWHAP Part A funds, provides in-kind services, or has significant involvement in the RWHAP Part A grant, shall not occupy a seat in the PC/PB, nor have a vote in the deliberations of the PC/PB." See <https://ryanwhite.hrsa.gov/sites/default/files/ryanwhite/grants/planning-council-planning-body-requirements-expectations.pdf>.
2. For more information on use of alternates, see "Use of Alternates and Proxy Voting by RWHAP Planning Councils/Planning Bodies, a Planning CHATT resource available at <https://targethiv.org/planning-chatt/proxy-voting>.