

Sacramento County Department of Health Services  
HIV Health Services Planning Council  
Governance Committee  
[www.sacramento-tga.com](http://www.sacramento-tga.com)

**Meeting Agenda\***

April 9, 2025, 9:00 AM – 12:00 PM

**Meeting Location:**

**Sunburst Projects**

**2143 Hurley Way, Unit 240, Sacramento, CA 95825**

**Facilitator:** Jake Bradley-Rowe, Committee Chair

**Scribe:** Angelina Olweny – Council Staff

**Meeting Invitees:**

- Governance Committee Members
- Open to the Public

Topic	Presenter	Start Time	Length
Welcome and Introductions	Bradley-Rowe	12:00 PM	As Needed
Announcements	All	As Needed	
Public Comments –Agenda Items	All		
March Agenda Review*	Bradley-Rowe		
Minutes of March 26, 2025*	Bradley-Rowe		
Bylaws Draft*	Bradley-Rowe		
Governance Overview*	Bradley-Rowe		
Gov 01 – Committee Development*	Bradley-Rowe		
Gov 02 – Policy Manual*	Bradley-Rowe		
Technical Assistance	Bradley-Rowe		
Public Comment – Non-Agenda Items	Bradley-Rowe		
Adjourn	Bradley-Rowe		

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\*Action Items

Attachments:

- Minutes of March 26, 2025\*
- Bylaws Draft\*
- Governance Overview\*
- Gov 01\*
- Gov 02\*

**NEXT MEETING: TBD**

Sacramento County  
Department of Health Services  
HIV Health Services Planning Council  
Governance Committee

**Meeting Minutes**

March 26, 2025, 12:00 – 1:00 p.m.

**Meeting Location:** 4600 Broadway, Sacramento CA 95820 Conference/Community Room 2020

**Facilitator:** Jake Bradley – Rowe – Governance Chair

**Council Staff:** Angelina Olweny

**Meeting Attendees:** Chelle Gossett, Richard Benavidez, MacArthur Flournoy, Lenore Gotelli, Melissa Willett, Zach Basler, Austin Green, Christopher Kendrick-Stafford, Ronnie Miranda, Troy Stermer

**Members Absent:** N/A

**Members Excused:** N/A

**Guests:** N/A

**County Staff:** Danielle Caravella, Paula Gammell, Alexa Bunton

Sacramento County  
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Topic	Minutes
Welcome, Introductions and, Announcements	Welcome and introductions began at 12:00 PM Sunburst Projects has its annual golf tournament in May.
Public Comments- Action Items	N/A
Agenda Review*	<p>The March agenda was presented for review and approval. MacArthur Flournoy motioned to accept the agenda as presented as Lenore Gotelli seconded the motion. The motion passed the majority.</p> <p>Accept: Chelle Gossett, Richard Benavidez, MacArthur Flournoy, Lenore Gotelli, Melissa Willett, Zach Basler, Austin Green, Christopher Kendrick-Stafford, Ronnie Miranda, Troy Stermer          Oppose: N/A          Abstain: N/A</p>
Bylaws Review	<p>Attendees reviewed the Planning Council mission and vision statement in the bylaws. The Planning Council mission was revised to state that "The Council is responsible for allocating Ryan White Part A funds to eliminate barriers to care for people living with HIV".</p> <p>The vision statement is: The work the Council does allows us to do our part in Ending the HIV Epidemic and more importantly improving the quality of life for every client we serve promoting justice, inclusion, and equity for all clients.</p> <p>The first sections of the bylaws were revised to remove references to the State Office of AIDS and Yolo County.          The Placer County Public Agency relisted as the Placer County Department of Human Services</p>

Sacramento County  
Department of Health Services  
HIV Health Services Planning Council  
Governance Committee

<b>Topic</b>	<b>Minutes</b>
Scheduling the next Governance meeting	Attendees agreed to meet on Wednesday, April 9, 9:00 AM- 12:00PM at Sunburst Projects offices.
Public comment non-agenda items	N/A
Technical Assistance	For technical assistance, reach out to Jake Bradley-Rowe.
Adjourn	1:05 PM

HIV Health Services Planning Council  
**GOVERNANCE COMMITTEE**

COMMITTEE OVERVIEW

**Purpose Statement:**

The Governance Committee will assist Council membership in fulfilling oversight responsibilities with respect to: Council organization, membership composition, standing committee structure, membership and function, and governance policies including the enforcement and any necessary modifications to such policies. In doing so, the Committee will address and track issues of policy, procedure, and bylaws as they relate to Council functions.

**Committee Responsibilities:**

To ensure effectiveness and efficiency of the Council the Governance Committee will periodically review the Council's policy/procedure and standards related to the conduct and affairs of the Council including but not limited to:

- 1) Developing, reviewing and monitoring the operating structure of the Council in relation to the ability for administering its mandated tasks;
- 2) Establishing, reviewing and revising Council bylaws in accordance to changes to the law, regulation or HRSA mandates;
- 3) Developing, reviewing and modifying policies and procedures for Council and Committee implementation;
- 4) Reviewing policies, procedures and standards developed in other Council Committees for consistency to form, intent and application to existing governance structure
- 5) In consultation with the Recipient, monitor Federal/State/Local regulations and guidance to facilitate compliance;

**Desired Experience of Members:**

Governance Committee membership shall be comprised of members of the Executive Committee and may include Council Members with skill sets addressing the task under review. Desired characteristics include one or more of the following:

- Comprehensive understanding of the Ryan White CARE Act;
- Awareness of responsibilities and activities of the Council and its Committees;
- Historical understanding of the Council's development;

- Stakeholder in Council decisions (consumers, providers, affected communities)
- Experience with organizational/program design and development;
- Familiarity with California and Federal law/regulations related to public boards/councils, HRSA mandated programs and general organization governance
- Policy and/or procedural writing skills.

**Expectations of Members:**

- 1) Regularly attend and actively participate in Governance Committee meetings;
- 2) Review meeting materials prior to arriving at the meeting;
- 3) Identify issues in need of policy/procedural development;
- 4) Propose ideas and language for the development of new policies and procedures;
- 5) Understand existing policies and procedures;
- 6) Recognize when adopted policies and procedures are ineffective, inconsistent, inadequate or antiquated;
- 7) Provide constructive recommendations for improving existing policies and procedures;
- 8) Continually identify individuals who may be interested in membership on Governance.

**Meetings:**

The Governance Committee is an ad-hoc committee.

**Contact Information:**

Staff support is provided by Angelina Olweny who can be contacted at (916) 325-1630 or [Angelina.olweny@valleyvision.org](mailto:Angelina.olweny@valleyvision.org)

Signed: \_\_\_\_\_

Richard Benavidez, Chair



Date: 5/24/2023

## Sacramento TGA Bylaws

### Article I Name of Organization and Area of Service

Section 1.1. Name: The name of this body shall be the HIV Health Services Planning Council (herein after referred to as the Council).

Section 1.2. Area of Service: The transitional grant area (TGA) to be served by the Council will be Sacramento County, El Dorado County, and Placer County (herein after referred to as the TGA). ~~For the purposes of service delivery under State Office of AIDS funding, Yolo County is included.~~

### Article II Authority, ~~Purpose~~ Mission/Vision and Duties

Section 2.1. Legal Authority: The Council was created by, and functions pursuant to, the requirements established in the Ryan White Comprehensive AIDS Resources and Emergency Act of 1990 (CARE Act), any amendments to that Act, and policies and procedures set by the United States Department of Health Services (DHS) through the Health Resources Services Administration (HRSA). In accordance with the CARE Act, the Council is appointed by the Sacramento County Board of Supervisors, designated as the Chief Elected Official (CEO) for the TGA. ~~In 1997, a policy change by the State Office of AIDS established the Council as the entity responsible for the State Office of AIDS funds planning and allocation processes for the TGA.~~

Section 2.2. Purpose Mission Statement: ~~The purpose of the Council is to provide effective and efficient planning for the TGA to promote development of HIV/AIDS health care and support services that meet regional needs. The Council seeks to address these needs in a cost-effective manner in ways that reduce inefficiencies and redundancies. Emphasis is placed on the identification and engagement of the uninsured, underinsured, emerging afflicted population and all disenfranchised groups living with HIV. We responsibly allocate Ryan White Part A federal funds to eliminate barriers to medical care for people who are living with HIV. This includes funding for medical and supportive services. This is proportionately allocated to Community Based Organizations providing clearly defined services. We focus on meeting the unmet needs of the HIV community in Sacramento, Placer, and El Dorado counties.~~

Mission: ~~The Council is responsible for allocating Ryan White Part A funds to eliminate barriers to care for people living with HIV.~~

Vision: ~~That the work we the Council does does~~ allows us to do our part in Ending the HIV Epidemic and ~~most~~ more importantly improving the quality of

Commented [DC1]: New mission statement



life effort every client we serve ~~throughby~~ promoting justice, inclusion, and equity for all clients.

Section 2.3, Responsible Entities: The process of applying for, receiving, and administering Ryan White Parts A/B funding necessitates a collaborative relationship between three parties: the Sacramento County Board of Supervisors as CEO, the Council, and the Sacramento County Department of Health Services (DHS) as the Recipient, each with complementary duties as described in the remainder of this section.

Section 2.4, Duties of Chief Elected Official: The CEO shall:

- a) Receive Ryan White Parts A ~~and State Office of AIDS~~ grant funds awarded to the TGA;
- b) Select the Recipient;
- c) Appoint members to the Council for the TGA; and,
- d) Ensure that all terms and conditions of the Memorandum of Understanding (MOU) between Sacramento County, El Dorado County ~~and~~, Placer County ~~,~~ ~~and Yolo County~~ are adhered to.

Commented [PG2]: Do we need this?

Section 2.5, Duties of Council: The duties of the Council shall be to:

- a) Establish priorities for the allocation of Part A ~~and State Office of AIDS~~ funds within the TGA including how best to meet each ~~such~~ priority and any additional factors to be considered in the fund allocation process;
- b) Develop a comprehensive plan for organizing, delivering, evaluating and monitoring HIV related health and support services that seek to be innovative and interactive with existing California State and/or local plans relative to the provision of health services to individuals with HIV;
- c) Assess the efficiency, effectiveness and expediency of the administrative mechanism for allocating funds to areas of greatest need within the TGA;
- d) Participate in the development of the Statewide coordinated statement of need; and,
- e) Establish methods for engaging with the community to determine and prioritize needed support and care.

Commented [GM(3)]: The Office of AIDS determines their priorities and lets us know what we are able to use the funding for. The Council has nothing to do with State Office of AIDS decisions.

Section 2.6, Duties of the Recipient: The Recipient shall:

- ~~a)~~ Develop and maintain contractual agreements with Sacramento, El Dorado, and Placer Counties ~~and the State Office of AIDS~~ specific to the distribution of Ryan White Part A ~~and State Office of AIDS~~ ~~funds~~ funds.
- a) Write and assemble the Ryan White Part A ~~and State Office of AIDS~~ applications;

Commented [GM(4)]: Yolo Counties is not mentioned in these by-laws as a county and I am not sure that the State Office of AIDS funds should continue to be mentioned in the Part A Planning council by-laws.

- c) Select contractors and set contract award levels based on an established process in accordance with priorities set by the Council ~~and under the terms of the MOU~~. The contractor award process shall include an appeals procedure;
- d) Disseminate notice of contract awards inclusive of the appeals procedure;
- e) Develop and execute contracts in a manner consistent with [Ryan White](#) Part A requirements for rapid allocation of funds;
- f) File reports required by HRSA ~~and the State Office of AIDS~~;
- g) Develop and implement a fund reallocation process under parameters set forth by the Council to insure the rapid and appropriate redistribution of any funds for which the established anticipated rates of service expenditures are greater or less than projected at the time of original funding; and,
- h) Monitor and assess the quality, effectiveness and economy of the services supported with [Ryan White](#) Part A ~~and State Office of AIDS grant~~ funds.

### **Article III Council Membership**

Section 3.1. Nominations: The ultimate selection and appointment of Council members is the responsibility of the Sacramento County Board of Supervisors upon recommendation by the Public Health Advisory Board (PHAB). 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. Nomination Policies and Procedures established by the Council, in conjunction with the PHAB, shall guide the process of recruitment, application, selection, and recommendation to the Board of Supervisors.

Section 3.2. Number: The membership of the Council shall be comprised of a maximum of 44 individuals who shall be appointed by the Sacramento County Board of Supervisors.

Section 3.3. Representation: Council membership must reflect in its composition the demographics of the epidemic in the TGA with emphasis given to the disproportionately affected and historically under-served groups and sub-populations.

- a) The proportion of Council members living with HIV shall meet or exceed the minimum level defined by HRSA regulations; and,
- b) The Council shall include any federally mandated categorical representatives mandated by the HRSA and any additional categorically representatives designated locally and as outlined in the council's policies and procedures, which may be updated from time to time.

- c) Members shall represent only one legislatively required membership category at a time (categories A through O below), even though they may be qualified to fill more than one, with this exception: One person may represent both the Substance Abuse provider and the Mental Health provider categories if that individual's agency provides both types of services and the person is familiar with both programs.

As required in the Ryan White legislation, the Council shall include representatives of:

- A. Health care providers, including federally qualified health centers  
Representatives of this category should be from the following communities: FOHC, FOHC look-a-likes, HIV physicians, HIV nurses, HIV dentists and hospitals providing care to HIV clients.
- B. Children/Youth/Families  
Representatives of this category should be community-based organizations serving HIV+ children/youth/family populations (representatives need not be Ryan White funded providers).
- C. Housing and homeless services  
Representatives of this category should be from the following communities: Sacramento County Social Service, individuals representing the Homelessness Continuum of Care and other defined supportive service providers providing services to HIV clients, (representatives need not be Ryan White funded providers).
- D. Social Services  
Representatives of supportive service providers providing services to HIV clients. (representatives need not be Ryan White funded providers).
- E. Mental health provider  
Representatives of this category should be licensed by the State of California to provide mental health services. Can also represent Substance Abuse category and need not be Ryan White funded providers.
- F. Substance abuse provider  
Representatives of this category should be licensed by the State of California to provide substance use disorders. Can also represent Substance Abuse category and need not be Ryan White funded providers.
- G. Local public health agencies  
This category should be reserved for representatives or appointed designee(s) from one of the three public health agencies in the TGA: 1) Sacramento County, 2) El Dorado County Department of Health and Human Services, or 3) Placer County Department of Human Services.
- H. Affected communities' representatives including:

- i. Members of a Federally recognized Indian tribe as represented in the population.
- ii. People who are co-infected with hepatitis B or C.
- iii. Historically underserved groups and subpopulations; and.
- iv. Representatives of individuals who formerly were Federal, State, or local prisoners, were released from the custody of the penal system during the preceding three years and had HIV as of the date on which the individuals were so released.

I. Non-elected community leaders  
Representatives of this category could be a long-term board member of an organization (not necessarily an ASO), someone with long-term, high-level HIV volunteer experience, a corporate executive with ties to HIV fundraising efforts, a well-known clergy member, etc.

J. State government - Medi-Cal representative

K. State agency administering the Part B Program

L. Recipients under Part C

M. Federal AETC representative

N. HOPWA representative

O. Pediatric Consumer

Representatives of this category include the parent or guardian of an individual under the age of 18 living with HIV.

P. HIV Prevention Services Professional

Q. Ryan White Part A Recipient

d) Only 3 persons per Ryan White Part A funded provider or public agency shall serve as a member on the Council, unless only that entity is able to provide staff to meet another legislatively required seat (e.g., the same agency has funding for the only Part C program and the only Part D program).

Section 3.4, Voting: All seated members shall have voting privileges on the Council. The recipient seat shall refrain from voting on all fiscal related matters.

The Council may include a Non-Member category for committees. A Non-Member shall have no vote in the meetings of the Council but shall have full voting rights in committee meetings.

Section 3.5, Terms: A full term as a member of the Council is three (3) years. A regular term begins on January 1. Candidates for reappointment, including those filling mandated positions, will be selected following the same policies and procedures used for new members. If a member is unable to complete a

term for any reason a new member may be selected, as outlined in Section 3.9, to serve the remainder of the term.

**Planning** Council seats are set by the Board of Supervisors for a term of three years. Terms begin January 1 and end three years later on December 31. Example: January 1, 2005 – December 31, 2007.

Members can serve no more than three consecutive three-year terms. The exceptions are the Health Officers, the state Part B and Medi-Cal representatives or a designated member for a service provider, who shall serve by virtue of their office, with no fixed term.

A member who is selected to fill an unexpired term will serve for the remainder of that term, and if eligible to serve two additional three-year terms if his/her membership is renewed.

Upon completion of the maximum terms outlined above, an individual is eligible to immediately re-apply for **Planning** Council membership for an additional three-year term and subsequently must re-apply every three years.

Section 3.6, Alternative Representation of Members:

- a) Under certain circumstances as defined by policy and procedure, members living with HIV may have an alternate assigned to represent him or her during any absence due to illness related to their HIV status. Alternates will be selected according to the established policies and procedures for nomination and appointment to the Council and by any other policies and procedures that define and govern the roles and responsibilities of Council members and/or Alternate. Alternates shall participate fully in activities and meetings of the Council but vote only at those meetings which they are replacing an official Council member.
- b) Seated members who represent a category mandated by federal or local authority for which there is only one possible source for appointment will be allowed to send a designated non-voting representative according to the policies and procedures established by the Council.
- c) Other Council members do not qualify to have alternates or designated representatives assigned or appointed during absences for any reason.

Section 3.7, Resignations: Any Council member may resign at any time by giving written notice to an officer of the Council. Such resignation shall take effect as indicated in the notice or, if no date is given, on the date of receipt of notice.

Section 3.8, Termination: Members may be terminated from the Council for the following reasons:

- a) Unexcused and/or excessive absence from regular council meetings;

- b) Loss of the member's qualifying status for continued appointment;
- c) Habitual behavior that disrupts the Council's ability to conduct business in a timely and efficient manner; and,
- d) Conduct that negatively impacts community confidence in the Council, such as a violation of conflict of interest or breach of confidentiality.

Recommendation of terminations for any reason will be reviewed and submitted to the Council by the Executive Committee or any committee created by the Council for such a purpose. An officer, co-chairperson, or any other member may be removed from the ~~Planning~~ Council by a two-thirds majority vote of the Council if it is the judgment of the membership that the member in question is not serving the best interests of the Council. Notice of and the reasons will be sent to the member, submitted to the Public Health Advisory Board and provided to the Board of Supervisors as appropriate.

Section 3.9, Vacancies: If there are vacancies that occur prior to the annual nomination process, new members shall be appointed in accordance with policies and procedures created by the Council, and subject to approval by the Board of Supervisors. To the fullest extent possible, appointments will be made that maintain or augment the representation and reflect goals as mandated by HRSA or established by the Council. Vacancies may be filled at any time.

Section 3.10 Attendance:

Regular in-person meeting attendance, ~~physically or via teleconference,~~ is expected and it is the responsibility of all members to communicate barriers to attendance and unanticipated absences as specified in policy.

In the ~~absence of HRSA~~ event of an emergency suspending the Brown Act requirements, specific criteria for physically conducting Council business, members of the Council generally hold to the following principles:

- Traditional in-person meetings are the preferred forum for general Council and committee meetings.
- Tele/video conferencing is appropriate if the following criteria apply:
  - The Executive Committee finds that tele/video conferencing for business necessity is more expedient, conducive to ensuring a quorum, facilitates accessibility to the public or is necessary to protect attendees from imminent risks to the health or safety, or to accommodate any state of emergency declared by the California Governor.

- ~~Recommendation for conducting a tele/video meeting will be presented by the Executive Committee at each regular council meeting for consensus determination.~~
- The Council will post meeting notices in the usual manner including how to access virtual meetings.
- In the event that there is a disruption in the public broadcast of the call-in or internet-based meeting service, there will be no further action on agenda items until public access is restored.

Subsection (A) Absence Assessment:

The Chair or Chair delegate will contact each member with two (2) consecutive unexcused absences regardless of the medium used to conduct Council general membership meeting to determine barriers for member continued participation.

The Chair or Chair delegate will contact each member with four (4) absences in a 12-month period regardless of the medium used to conduct Council general membership meeting to determine barriers for member continued participation.

After contacting the member the Chair may, using discretion, request the Executive Committee to waive the attendance requirements or put before the Council a motion to remove the member under Article III Section 3.8. A majority vote of Executive Committee members is required to put forth the motion to the Council at large.

Members mandated by federal or local authority who are unable to attend a Council meeting because of mandated travel designated by HRSA, the appointing authority for their particular jurisdiction (i.e., El Dorado, Placer, Sacramento or Yolo County), or critical public health issue shall be considered excused.

General members who are unable to attend a Council meeting due to Board sanctioned travel and/or meeting attendance as the official representative of the Council shall be excused. Individual Council members who are absent as the result of civic responsibility (i.e., jury duty) or other third-party legal obligation (i.e., subpoena, summons) shall be considered excused.

## **Article IV Officers**

Section 4.1, Officers: The officers of the Council shall be the Chair, and Vice Chair. The Council may or through authority vested in the Chair to appoint,

such other officers as the business of the Council may require, each of whom shall have such authority and perform such duties as the Council determines necessary.

Section 4.2, Duties of the Chair:

- a) Call the session to order at the specified time for both Council and Executive Committee;
- b) Ensure that there is a quorum;
- c) Announce the business and the order in which it will be considered
- d) Appoint any standing or special committee or workgroup; as designated by the Council;
- e) Suspend or terminate any special committee or work group, as determined necessary by a majority vote of the Executive Committee;
- f) Serve as a liaison and represent the interests of the Council to the Board of Supervisors, the Department of **Health and Human** Services, to any agency, group or individual of the public having business with the Council;
- g) Perform all other duties as instructed by the Council directly, or through policy and procedure as may be necessary or incidental to the position;
- h) Act as the primary liaison between Council and Recipient to establish service priorities, financial integrity, quality assurance and Council evaluation; and,
- i) Act as the primary contact/representative for the Council in business matters including but not limited to correspondence, complaints, information release, policy position and advocacy.

Section 4.3, Duties of the Vice-Chairs:

The Vice Chair shall perform the duties of the Chair in the absence of the Chair and as delegated by the Chair or otherwise directed by the Council including but not limited to:

- a) Facilitate the effective implementation, coordination and maintenance of general business operation for the Council;
- b) Act as primary liaison between council and staff to establish membership recruitment/maintenance, marketing activities, branding activities, event planning and community outreach;
- c) Facilitate/coordinate the effective establishment/maintenance of committee structure as defined by the Council; and,
- d) Give or cause to be given, all notices of regular and special meetings of the Council or any other Committee needing to conduct business.

Any officer or council member may call for a special session as appropriate to the business at hand and within the requirements of the Brown Act as appropriate.



Any officer may attend [any](#) committee as an *ex officio* member.

Section 4.4, Election and Term of Office: Officers are nominated and elected by the members of the Council to serve for three years. Officers will be elected within the three months following the annual appointment of members.

Section 4.5, Terms: No officer shall be eligible to serve more than two consecutive terms in the same office. In such cases where there is no nomination or interested candidate for the office vacancy, the term of the existing officer may be extended for three years by a two-thirds majority vote of the Council membership.

Section 4.6, Vacancies: Vacancies which occur prior to the end of a term of office shall be filled by an election at the next regular or special meeting of the Council and will serve until the next regular election of officers.

## **Article V Committee Structure**

Section 5.1, Committees: The Council may designate one or more committees on a standing, ad hoc or advisory basis. Each committee shall consist of at least two (2) or more members of the Council and may, as desired by the Council, include nonmembers. The Chair of any committee shall be a member of the Council. The Council may assign to the committee any authority of the Council, except that no committee may:

- a) Fill vacancies on the Council or on any committee that has the authority of the Council;
- b) Amend or repeal the bylaws or adopt new bylaws;
- c) Amend or repeal any resolution of the Council that by its expressed terms is not amendable or subject to repeal; and,
- d) Appoint any other committees of the Council or the members of such committees.

Section 5.2, Meetings and Actions of Committees: Meetings and actions of all committees shall be governed by and held and taken in accordance with all other provisions of these Bylaws and any other policies or procedures set by the Council which governs meetings and voting. Minutes will be taken at each meeting of any committee and shall be filed in a manner designated by Council policies and procedures.

Section 5.3, Standing Committees: The Standing Committees of the Council shall be the Executive Committee and the Governance Committee at a minimum. The current Standing Committees are as follows: the Executive

Committee, the Governance Committee, the Administrative Assessment Committee, the Affected Communities Committee, the Quality Advisory Committee, the Priorities and Allocations Committee, and the Needs Assessment Committee.

- a) For a description of standing committees, refer to Policy and Procedure Manual document GOV [0102](#).

Section 5.4, Executive Committee: The purpose of the Executive Committee is to act for the Council between Council regular meeting to ensure the timely execution of routine business matters and to provide guidance and leadership to the general membership in fulfillment of the Council responsibilities as prescribed by the Health Resources and Services Agency (HRSA) Ryan White HIV/AIDS Program and established Council activities and objectives.

Criteria for Executive Committee:

All members of the Executive Committee shall be Council members

- Composition:
  - Council Chair
  - Council Vice Chair
  - Recipient Designate (nonvoting)
  - Governance Committee Chair
  - Priorities/Allocations Committee Chair
  - Affected Communities Committee Chair
  - Quality Advisory Committee Chair [\(should this be removed as it now meets quarterly which is why NAC Chair is not required? How that limits the size of Exec.](#)

The Committee Chairs for Needs Assessment and Administrative Assessment should present to the Executive Committee no less than twice yearly.

In the absence of regional representation on the Executive Committee through Committee Chair structure the Council may appoint 2 Council members at large to represent El Dorado and Placer Counties.

The Council may form Ad Hoc committees as deemed necessary in which case Ad ~~Ad~~ [Hoc](#) Committee chairs may participate in Executive Committee proceedings as determined appropriate by the Council Chair.

The Chair of the Executive Committee shall be the Council Chair;

Activities of the Executive Committee shall include, but are not limited to:

- i. Assessment of the efficiency and effectiveness of the administrative mechanism for rapidly and appropriately allocating the funds within TGA;
- ii. Review and act upon grievances according to policies and procedures established by the Council;
- iii. Instituting procedures for Council record keeping and other administrative functions;
- iv. Review and comment on reports and recommendations from committees, but not making decisions except issues that may be delegated by the Council or that are urgent and time-sensitive;
- v. Acting as a coordinating mechanism for the Committees, workgroups and a sounding board and problem-solving mechanism for complex or controversial issues;
- vi. Review and recommend disciplinary action against members, in accordance with criteria established by Council bylaws;
- vii. Conduct an annual assessment of the efficiency and effectiveness of Council support services and recommending changes as needed;
- viii. Review, prioritize and recommend parameters for the Council's regular meetings;
- ix. In general, advise and provide leadership to the Council; and,
- x. Report any actions or recommendations from the Executive Committee at the next regular Council meeting.

## **Article VI Meetings and Operating Procedures**

Section 6.1, Regular Meetings: A regular meeting schedule for the Council will be set by the Council and can be temporarily amended as the need arises by the Chair or the Executive Committee. There will be at least six (6) regular meetings during the year. Additional meetings may be scheduled, as needed. Whenever possible, at each Council meeting the date and time of the next Council meeting shall be established.

Section 6.2, Special Meetings: Special meetings may be held on the call of any two (2) officers or four (4) Council members. Should such a meeting be called, all members shall be notified by telephone, facsimile or other reasonable alternative at least forty-eight (48) hours prior to the specified meeting time. The call or notice for a special meeting must state specifically the subject matter of the meeting. No other subject matter may be introduced or considered at the meeting.

Section 6.3, Quorum: One-third of the number of seated Council members constitutes a quorum for the transaction of business for which there is no dissenting vote. Members present representing at least one-third of the total seated members but not more than a majority of the total, may conduct any

business with a 3/4 vote of those present. When a majority of the seated members are present any business can be transacted with a simple majority vote of those present. A majority must be determined based on all those present excluding those who cannot vote due to a conflict of interest as described in Article VII. Proxies are not permitted, with the exception of voting by alternates for affected community members as described under Article III Section 5. Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to have less than a quorum.

Section 6.4, Open Meetings: [The Council will follow the California Brown Act for all standing meetings. Based on the Act,](#) Council meetings shall be open to the public except under circumstances and procedures as prescribed by applicable county and state policies which allow for particularly sensitive information to be discussed in an executive session of a policy body. Written minutes shall be kept of all meetings and considered for approval at the next scheduled meeting. Members of the public may speak on issues related to Council business or consistent with the Council purpose under general guidelines set by the Council.

Section 6.5, Parliamentary Procedure: Robert's Rules of Order (latest edition) shall govern all meetings of the Council and its committees except as otherwise provided in these Bylaws.

## **Article VII Conflict of Interest**

Section 7.1, Definitions: Conflict of interest is a breach of an obligation to the council that has the effect or intention of advancing one's own interest or the interests of others in a way detrimental to the interests or potentially harmful to the fundamental mission of the Council.

Section 7.2, Member's Responsibilities: The Council maintains a Conflict of interest and Ethics Code that calls for the members to conduct themselves in such a way as not to convey the impression on any person that they can be influenced into actions that conflict with their personal duties. It is expected that all Council members conduct themselves with the highest ethical standards in a manner that will bear the closest scrutiny.

Section 7.3, Disclosure Forms: All Council members will file an annual Statement of Economic Interest (Form 700) as provided in the Conflict of Interest and Ethics Code.

Section 7.4, Disputes: Challenge by any Council member relative to a perceived conflict of interest shall be pursued through Parliamentary procedure including but not limited to a motion of Personal Privilege.

Section 7.5, Removal: Any member may be removed from the Council and all committees when it is determined that the member knowingly attempted to influence the Council in an area of interest conflict.

### **Article VIII Confidentiality**

Section 8.1, Prohibition: No member of the Council or its committees shall disclose confidential information acquired in the course of his/her official duties.

Section 8.2, Definition: Confidential information shall include, but is not limited to:

- a) Information concerning the medical condition, substance abuse history, or sexual orientation of any individual, whether a member of the Council, a member of a committee, or the recipient of a service provided with [Ryan White](#) Part A/B funds;
- b) Any other confidential information, official in nature that is not suitable for public disclosure.

### **Article IX Grievances**

Section 9.1, Grievances: Persons or agencies who have a grievance regarding a decision made directly by the Council or regarding services provided by Ryan White CARE Act funds must follow the policies and procedures established by the Council. The authorized policies and procedures are available from the Council, its officers or designated agent upon request.

[The Council shall not become involved in PLWHA complaints or grievances about services or a specific provider. The Council should address system-wide concerns, which relate to an entire service category or the system of care.](#)

### **Article X Amendments**

Section 10.1 Revisions: These Bylaws maybe amended by a three-fourths vote of the Council members present at a properly constituted meeting.

Section 10.2, Notice of Proposed Revisions: Copies of all proposed amendments to the Bylaws shall be sent to all members of the Council at

least seven (7) working days prior to the meeting at which such amendments are to be considered for adoption.

Section 10.3, Scope of Authority for Revisions: At a meeting to amend bylaws, decisions can only be made on those bylaws contained in the prior notice as described in Section 10.2.



Signed: \_\_\_\_\_  
Richard Benavidez, Chair

Date: 6/22/22

HIV Health Services Planning Council  
Sacramento TGA

**Policy and Procedure Manual**

**Subject:** Committee Development,  
Organization and Appointment

**No:** GOV 01

**Date Approved:** 12/98

**Date Revised:** 06/08/23

**Date Reviewed:** 06/28/23

**BACKGROUND**

Committees carry out the majority of Council activity. The authority to establish a committee is stipulated in Article V Committee Structure Section 5.1 of the Bylaws. The effectiveness of a committee is dependent on diverse membership and a well-articulated work plan. The operational structure of committee work is determined by group process and the specific charge of the committee. In this manner, committees remain dynamic and able to address a variety of tasks necessary for the success of the Council.

**POLICY**

Council membership will establish a structure of committees necessary to accomplish ongoing business and planning activities. There shall be at minimum an Executive and Governance Committee. The Executive Committee shall have decision-making authority in those business matters necessary for the uninterrupted operation of the Council and within the parameters established by Council general membership.

**COMMITTEE TYPES**

The Council may use three types of committees as defined below;

1. Standing      formed primarily from Council membership for permanent and ongoing functions
2. Ad Hoc        formed from Council and community members to address a specific issue, task or activity that once resolved requires no further or ongoing meeting (commonly referred to as Work Groups)

3. Advisory formed from experts in a particular field or subject matter for the purpose of advising the Council on complex or sensitive issues

The Council may establish any number of standing committees including, but not limited to, priorities and allocation, needs assessment, service standards, administrative assessment and Council development.

## **ROLES, RESPONSIBILITIES AND TERMS**

### **Committee Chairs**

- The Council Chair, as delegated by the general membership will appoint committee chairs annually
- The Council Chair will represent matters of the Executive Committee
- The Council Chair may call for a committee or ad hoc group to address specific needs of the Council including desired goals and objectives tasked to the committee
- All committee chairs will be a member of the Council in good standing
- All committee chairs consider the membership of the committee and appoint new members based on the intent of the committee and reflective diversity
- All committee chairs will manage scheduling, communication and facilitation of committee work
- All committee chairs in cooperation with Council staff, will facilitate the setting of agendas, conducting of business and monitoring of the respective committee work plan
- Committee decorum will honor open, honest, and objective critical discussion
- All committee chairs are expected to attend Executive Committee meetings as appropriate
- Committee chairs and members represent the interests of both the Council and service community to enhance communication and cooperation between all stakeholder groups.
- Ad hoc committee chairs may invite interested parties of special expertise/experience without Council member standing at the discretion of the Council Chair

### **Council Vice-Chair**

- Will be elected by the Council membership



- Is a standing member of the Council or an alternate
- May assist the Council Chair with the business of the Council
- Will chair Council meetings in the absence of the Council Chair
- Will Chair the Executive Committee in the absence of the chair
- General committee chairs may designate a vice-chair

### **Committee Principles**

- Participation on committees is encouraged of all Council members
- Active recruitment of member participation on committee is a shared responsibility of the Council Chair, Executive Committee and membership at large
- Terms for Committee participation will be two years and renewable
- Committee participants will represent diversity, interest or requisite knowledge reflective of the committee charge
- Optimal membership is between 5 and 11 individuals or as determined by the function and purpose of the group defined by the Council Chair or majority membership.
- Executive Committee composition is stipulated in Article V Committee Structure Section 5.4 of the Bylaws
- Committees are self-governed to accomplish the established work-plan through team dynamics, delegation of tasks, commitment, and fulfillment of responsibilities, constructive debate and timely response to the Council members at large.
- Minority opinions are to be represented as part of the majority action taken with respect to informing the Council of the majority recommendation
- Meetings will be conducted in accordance with Robert's Rules of Order Newly Revised, most current edition.
- All committee meetings are open to the public, except for closed sessions as defined in the most current bylaws and/or the Brown Act with associated amendments.
- Committee meetings will comply with all disclosure, open meeting, noticing, conflict of interest and general procedural requirements applicable to full membership Council meetings.
- Notice of committee member anticipated absences will be communicated to the committee chair or Council support staff

## **Alternates and Non-Council Members**

- Committee alternates may be appointed in accordance with rules set out for Council Alternates in the Bylaws Article III, Section 3.6.
- A committee chair may invite a person or persons to participate in committee activities for the purpose of technical assistance, training or other contributions pertinent to the work plan of the specific committee.
- *Members of the public:* may attend and participate in the discussion during allotted time at any (non-closed) committee meeting consistent with the procedures adopted for general Council meetings
- General Council members may attend any committee meeting as non-voting members
- Council support staff may engage in discussion at the discretion of the committee chair for the provision of administrative guidance, matters of contractual necessity and fiscal governance

## **Ex-Officio Members**

- Ex Officio members have the full rights and responsibilities of other members unless otherwise stated in the Council Bylaws.
- While Ex Officio members may vote in general committee session commonly this is the exception rather than the rule.
- Officers of the Planning Council may sit as ex officio members of all committees with full voting privileges but will not be included in establishing the quorum.

## **Council Staff**

- Provides general administrative support for the maintenance of established committees or work groups
- Coordinates the publication of meeting notices, distribution of agenda, minutes and the archiving of referenced materials, establishing the meeting venue and location and maintaining incidentals related to the effective function of committee work
- Maintains committee attendance records

## **Quorum**

- Business is conducted only if a quorum is present
- As defined in Article VI meetings and Operating Procedures Section 6.3 Quorum of the Bylaws

## Agenda

- An agenda will be produced for each meeting reflecting the annual work plan or issues at hand
- Agenda items not addressed in the course of the meeting will be carried over to the next scheduled meeting and prioritized at the beginning of the succeeding agenda
- Time will be allotted for public comment at each meeting
- Public comment may be limited to previously announced agenda topics at the discretion of the Chair
- Public comment may be limited to a time constraint at the discretion of the Chair.

## Documentation

- An agenda will be developed for each meeting reflecting the annual work plan, new and old business, current meeting date and proposed future meeting date
- Minutes will be recorded for all open session committee meetings documenting the activities and actions taken by the members of the committee consistent with standard rules of order

Approved:



Richard Benavidez, Chair

6/28/2023

# HIV Health Services Planning Council Sacramento TGA

## Policy and Procedure Manual

**Subject:** Policy and Procedure Manual

**No.:** GOV 02

**Date Approved:** 12/98

**Date Revised:** 05/25/22

**Date Reviewed:** 05/25/22

### **Policy**

The Planning Council will maintain a manual containing current policies and procedures that support the effective and efficient transaction of business in fulfillment of the organization's mission. The manual design will reflect a logical order, standardized format, and consistent document cataloging for simplicity of member use.

### **Structure**

The main sections of the manual shall include but not be limited to:

1. Table of Contents
  - A complete table of contents that lists all policies and procedures and the date that they were last updated. See Attachment "A.1." for format.
  - Additionally, each section will include its own table of contents that lists all policies and procedures specific to the section. See Attachment "A.2." for format.
2. Purpose, Structure and Membership
  - Overview of Council History and Mission
  - Organizational Chart of the Council
  - Committee Descriptions
  - Council Membership Roster (to include: contact, seat, term, and officer information)
  - Committee Chair Rosters
  - Sacramento TGA Ryan White Service Provider Listing
3. Legislation
  - Ryan White CARE Act
  - HRSA Policy Updates
  - Brown Act
  - Additional Federal/State/Local Policies
4. Bylaws
  - Current, ratified and signed Bylaws

5. Executive Committee
6. Governance Committee
7. Administrative Assessment Committee
8. Affected Communities Committee
9. Needs Assessment Committee
10. Priorities and Allocations Committee
11. Quality Advisory Committee
12. Prevention Committee
13. Miscellaneous Correspondence/Information
14. Forms
  - Listing of all Policy and Procedures Forms (May include, but not limited to: Information Request Form, Reimbursement Form, Membership Declaration Form, Membership Application Form, Form 700, etc.)
15. Appendices
  - Listing of all appendices to the Policies and Procedures Manual
  - Needs Assessment
    - Memo re: Needs Assessment Reports
  - Comprehensive Plan
    - Memo re: Comprehensive Plan
  - Current Part A Application
  - Current Recipient Work Plan
  - Current Priorities and Allocations
  - Current Planning Council Directives

Standardized headings will be used for all policy / procedure and committee documents. See sample Attachment "B".

All members and officers of the Council will be provided a current manual at the time of orientation and each individual will be responsible for maintaining the document in good order.

Council Staff is responsible for distribution, cataloging and tracking of all updates and material compiled for the manual over the lifetime of the organization.

The Table of Contents will be distributed to all members and officers quarterly (preferred) but in no case less than twice per year.

Signed:



Richard Benavidez, Chair

Date: 05/25/22

**ATTACHMENT A.1.**

**SAMPLE COMPLETE TABLE OF CONTENTS**

<b>SECTION</b>	<b>SECTION / POLICY TITLE</b>	<b>CURRENT VERSION</b>
8	Committees - Governance	
	GOV 01 Committee Development	MM-DD-YY
	GOV 02 Administrative Manual	MM-DD-YY
	GOV 03 Needs Assessment Work Group	<i>Policy transferred to NAC 01</i>
	GOV 04 Member Leaves of Absence	<i>Not active</i>
	GOV 05 Grievance	MM-DD-YY
	GOV 06 Conflict of Interest	MM-DD-YY
	GOV 07 Open Meeting Requirements	MM-DD-YY
	GOV 08 Document Handling	MM-DD-YY
	GOV 09 Reimbursement Policy	MM-DD-YY

**ATTACHMENT A.2.**

**SAMPLE SECTION TABLE OF CONTENTS**

<b>SECTION</b>	<b>SECTION / POLICY TITLE</b>	<b>CURRENT VERSION</b>	<b>PREVIOUS REVISIONS</b>
8	Committees - Governance		
	GOV 01 Committee Development	MM-DD-YY	1999
	GOV 02 Administrative Manual	MM-DD-YY	1998
	GOV 03 Needs Assessment Work Group	<i>Policy transferred to NAC 01</i>	
	GOV 04 Member Leaves of Absence	<i>Not active</i>	
	GOV 05 Grievance	MM-DD-YY	1997
	GOV 06 Conflict of Interest	MM-DD-YY	1999
	GOV 07 Open Meeting Requirements	MM-DD-YY	2001
	GOV 08 Document Handling	MM-DD-YY	
	GOV 09 Reimbursement Policy	MM-DD-YY	

**ATTACHMENT B**

**HIV Health Services Planning Council  
Sacramento TGA**

**Policy and Procedure Manual**

**Subject:**

**No:**

**Date Approved:**

**Date Revised:**

**Date Reviewed:**