

California HIV/AIDS Planning Group (CHPG)

Governance

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Article 1. Mission Statement and Principles

1.1 Mission Statement:

As advocates for persons living with, affected by or at risk for HIV, the California HIV/AIDS Planning Group (CHPG) provides community perspectives, advice and recommendations to the Office of AIDS in the planning, development and allocation of resources for a comprehensive, client-centered continuum of prevention and care, treatment and services.

1.2 Principles

- The CHPG is committed to working openly in a group to make decisions. Community involvement in decision-making must acknowledge diversity and a mutuality of interests.
- The implementation of public policies is a continuing process; there can be “course corrections.”
- The CHPG is committed to the principles of equality, fair play and respectful engagement.
- The CHPG is committed to the CDC principles of parity, inclusion and representation.

Article 2. Membership

The CHPG shall consist of appointed members and non-appointed community members. The knowledge, experience and expertise of all members will be strongly considered. Additionally, non-appointed members shall reflect the populations, demographics and other specific criteria which represent those most at risk for HIV in California. The CHPG shall maintain at all times a fair and open application and appointment process for membership. The membership shall support the planning, development and decision-making processes of the CHPG,

2.1. Organizational Members

Appointed members shall have specific expertise and experience, and represent groups, organizations or agencies whose involvement in the HIV epidemic is evident and whose representation on the CHPG has been determined to be important to the work of the Group.

- The Steering Committee will evaluate the continued potential contribution of representation by each appointed group to the work of the CHPG on an annual basis, as recommended by the Membership Committee.
- Those groups determined to be vital to the work of CHPG and whose input continues to be critical will be re-appointed to CHPG. Additional groups

with such value to the work of CHPG may be added to the list of appointed members.

- Actual member selection for attendance and participation in CHPG will rest with the invited organization, group or agency. Organizational members will be appointed for a period of at least one year.
- The responsibilities of appointed members are the same as those for non-appointed members.
- A list of appointed member agencies will be updated and attached annually, see Appendix 10.1.

2.2 Individual Members

All non-appointed members will be selected through an application process, which shall be conducted annually to replace members whose terms are ending. This process shall be designed to identify potential new members who augment the continuing membership in terms of knowledge, experience and expertise, areas of interest, ethnicity, geographic representation, gender, sexual orientation, age and other specific factors as determined annually by the Steering Committee (see Article 4, Committees, Task Forces and Working Groups). At least 25% of CHPG members shall be persons living with HIV.

- Input as to the need for key new member expertise, characteristics and qualifications will be obtained from the existing CHPG membership at the last meeting of each year. The input will be used by the Membership Committee in development of the annual application for membership and selection of new members.
- The Steering Committee will appoint a Membership Committee, which shall be a Standing Committee.
- Following its development by the Membership Committee and adoption by the Steering Committee, the Membership Application shall be disseminated as widely as possible via written and electronic means, on an annual basis.
- Completed applications for membership will be received by the Office of AIDS. A membership profile of continuing members will be developed by Office of AIDS staff which reflects the identified key characteristics, including parity, inclusiveness and representation criteria (PIR).
- The Steering Committee and the Membership Committee shall jointly determine new members no later than January of each year.
- Non-appointed members are selected for two-year terms. At least ½ of non-appointed members, excluding Co-Chair and Co-Chair elect positions, will become available each year
- Membership terms will automatically close at the end of the calendar year following the second year of service.
- Terms are not limited.
- New member terms will begin with the first CHPG meeting of each calendar year.

2.3 CHPG Membership Size

The size and qualifications of the CHPG membership will reflect the changing face of the HIV epidemic in California, the work to be done, as well as both prevention and care expertise.

- The Membership Committee will evaluate the adequacy of the size and representation constellation of the CHPG membership on an annual basis, in conjunction with the new member appointment process.
- The Steering Committee, after receiving recommendations from the Membership Committee and obtaining input from the full membership as necessary, may recommend to the Office of AIDS an increase or decrease in the size of the CHPG as it determines necessary to best serve the needs of HIV planning and care in California.
- The CHPG membership number may be modified by the Steering Committee.

2.4 Membership Responsibilities

All members of the CHPG shall meet the requirements for membership as put forth in this Governance and as contained in any subsequent Policies and Procedures. To ensure the success of the CHPG in meeting its Mission, members will sign a letter committing their time and effort to the work of the CHPG. Additionally, members are expected to:

- Attend new member orientation and comply with all other training requirements approved by the Steering Committee and/or CHPG.
- Uphold the goals, objectives, policies and procedures of the CHPG,
- Commit to freely sharing their specific knowledge and expertise with other CHPG members in an effort to educate, guide or mentor, as needed.
- Serve on a Task force or Standing Committee. New members will submit their assignment preferences, will attend and participate in all Task Force or Standing Committee meetings, including teleconferences.
- Actively participate in selected or assigned Standing Committee or Task Force work,
- Comply with attendance requirements, except that two (2) consecutive absences in one calendar year shall constitute automatic grounds for removal
- Participate in the full CHPG meeting, from the scheduled convening to the adjournment, unless prior approval is obtained. Members must notify the Office of AIDS in advance if they cannot attend, will be late, or need to leave early. Travel support reimbursement will reflect this policy.
- Comply with guidelines or restrictions on travel expenses and support.
- Read and become familiar with meeting preparation materials, which shall be available on the website at least seven (7) days in advance of the scheduled meeting. In addition, members shall read and become familiar

with all materials distributed at the meetings in order to fully contribute to both large and small group discussions.

2.5 Participation by People Living with HIV (PLWH)

The CHPG is committed to assuring full participation in all aspects of the process by its members living with HIV/AIDS. To facilitate this, every possible accommodation will be made for members living with HIV/AIDS in the logistics of each meeting. Careful attention will be paid to addressing special needs in travel, facilities, and food, as well as any physical limitations in access, vision or hearing. Ease and comfort are essential qualities to enable the full and continued participation of all members.

CHPG will:

- Actively recruit and support interest from PLWH who would be suitable to run for the positions of Co-Chair or Co-Chair elect.
- Actively encourage and support members who are PLWH to become Standing Committee or Task Force Chairs or Co-Chairs.
- Actively seek the oral and written input of members who are PLWH during any and all discussion in which the CHPG engages, whether in large group meetings or in small discussions.
- Assure that members who are PLWH are participating in CHPG activities such as teleconferences, hearings and drafting of documents.
- Actively support ad hoc meetings or group discussions or activities coordinated by and for PLWH to provide a forum for discussions, guidance, etc.

2.6 Participation by People with Disabilities (PWD)

The CHPG is committed to assuring full participation by its members in all aspects of its process. Every possible accommodation will be made for people with disabilities (including HIV-related disabilities) in the logistics and planning of each meeting. Careful attention will be paid to addressing the special needs related to travel, facilities and food, as well as any physical limitations in access, vision or hearing. Ease and comfort are essential qualities to enable the full and continued participation by people with disabilities.

2.7 Resignation, Removal and Leave of Absence from CHPG

- Members may resign by sending a letter of resignation to the Co-Chairs.
- Removal from the CHPG may result when: 1) a member misses two meetings (automatic removal by the Steering Committee), 2) there is an ongoing conflict of interest, or 3) there is good cause. Good cause is defined as, but not limited to: not fulfilling the responsibilities as set forth in the Membership Responsibilities as contained in this Governance and/or any pertinent additional Policies and Procedures. All removals for good

cause must pass with a majority (50% plus one vote) of the established quorum.

- CHPG discussions of removal of a member will happen in Executive Session of the full membership. Persons who are not CHPG members will be asked to leave for the duration of the Executive Session.
- Executive sessions of the CHPG will not be audio- or video-taped.
- A notice of termination will be sent to the member.
- Members may request a leave of absence by submitting a written request to the Steering Committee. Leave of absence shall be limited at the discretion of the Steering Committee.

Article 3. Officers

The duties of the officers of the CHPG shall be the shared responsibilities of membership-elected, community representatives and Office of AIDS designated Co-Chair members.

3.1 Co-Chairs and Co-Chair Elect.

The CHPG will have four Co-Chairs and one Co-Chair Elect. Two Co-chairs shall be from the Office of AIDS, appointed by same. The other two Community Co-Chairs and the Co-Chair Elect shall be elected of and by the CHPG members.

- The Community Co-Chairs will have terms of two years each.
- The Co-Chairs representing the Office of AIDS will be appointed by the Chief, Office of AIDS.
- The Community Co-Chair Elect will have a term of one year as Community Co-Chair Elect, followed by a term of two years as a Community Co-Chair.
- When there is a conflict between the length of the term of a Community Co-Chair/Co-Chair Elect and his/her term as a member, the Community Co-Chair/Co-Chair Elect term will take precedence.
- Election of the CHPG member to be the Community Co-Chair Elect will take place at the last CHPG meeting of the calendar year. The Community Co-Chair Elect will be elected by 50%, plus one vote, of the established quorum. In the event that this is not achieved in the first round of voting, an immediate run-off vote will be held between the two candidates receiving the most votes.
- When a Community Co-Chair vacancy occurs due to attrition or illness, the Community Co-Chair Elect will fill the vacancy. An election for a new Community Co-Chair Elect will take place at the last CHPG meeting of the calendar year.
- When a Community Co-Chair elect vacancy occurs due to attrition or illness, an election for a new Community Co-Chair Elect will take place at the next scheduled CHPG meeting. The term of service for the member

designated in this manner as Community Co-Chair elect will be for the remainder of the original term.

- Any officer may resign by filing a written letter of resignation which shall take effect at the time specified in the letter.
- Membership may remove any elected officer for good cause, as defined in Section 2.7, provided that reasonable notice and opportunity for a hearing are first provided. All removals of officers must pass with a majority (50% plus one vote) of the established quorum of the CHPG present at the meeting.

3.2 Co-Chair and Co-Chair Elect Responsibilities

The responsibilities of the Co-Chair and Community Co-Chair Elect include:

- Managing, organizing and conducting the several meetings of the CHPG which occur annually.
- Managing, organizing and conducting the several meetings of the Steering Committee which occur annually.
- Managing, organizing and conducting Executive Sessions of the Steering Committee as needed.
- Serving on Membership Committee and providing leadership and direction in this annual process (Community Co-Chair Elect only).
- The Community Co-Chair Elect shall be responsible for the development and conduct of the annual new member orientation, participation on Membership Committee, review of appointed member agencies, recommendation of educational presentations for the membership and other duties as assigned.
- Participating in the development of agendas for each of the several meetings of the CHPG during the year.
- Reviewing and signing the Letter of Concurrence, as required.
- Other activities as delineated in the attached policy, Roles of the Co-Chairs and Co-Chair Elect and Role of the Steering Committee.

3.3 Co-Chairs and Co-Chair Elect Voting Privileges

On the occasions that votes are required, the Co-Chairs and the Co-Chair Elect shall be full voting members of the CHPG.

3.4 Standing Committees and Task Force Officers

Each Standing Committee and Task Force shall be responsible for electing a Chair or Co-Chairs.

- The Chair and/or Co-Chairs shall be members in good standing of the CHPG.
- The Chair and/or Co-Chairs shall be responsible for convening, leading, organizing and reporting of activities for the Standing Committee or Task Force.

- The Chair and/or one Co-Chair of Resource Allocation Committee, Membership Committee and each Task Force shall be members of the Steering Committee and shall participate in the meetings and activities of this body.
- Other activities as delineated in the attached policy, Roles of Standing Committee and Task Force Chairs/Co-Chairs.

3.5 Standing Committee and Task Force Officers' Voting Privileges

Standing Committee and Task Force Officers shall be full voting members of the respective Committee or Task Force, not alternates or tie-breaking votes only.

Article 4. Standing Committees, Task Forces and Working Groups

The CHPG shall establish as it deems necessary such Standing Committees and Task Forces as shall be required to address the HIV care and prevention issues that may arise in California and to complete the work of the CHPG. Meetings of Standing Committees and Task Forces will include members, invited guests (non-voting) and members of the public (non-voting).

4.1 A Standing Committee shall be established when the Steering Committee determines that the scope of such committee's work and/or the need for its services are likely to extend beyond one calendar year.

- The three Standing Committees of CHPG shall be the Steering Committee, the Membership Committee and the Resource and Allocation Committee (RAC).
- The continuing or additional need for any Standing Committee will be evaluated annually by the Steering Committee at its last meeting of the calendar year.
- Determination of the need to establish additional Standing Committees will be made by the Steering Committee, recommended to the full CHPG membership at its next meeting and confirmed by a majority vote (50% plus one) of the established quorum present at the meeting.
- Determination of the need to delete a Standing Committee will be made by the Steering Committee, recommended to the full CHPG membership and confirmed by a majority vote (50% plus one) of the established quorum present at the meeting

4.2 Steering Committee

The Steering Committee will be composed of the four Co-Chairs, the Co-Chair Elect, as well as one Chair of RAC, Membership Committee and each Task Force. The Steering Committee shall be responsible for the operating decisions required to keep the work of the CHPG moving forward. The Steering Committee will meet as necessary throughout the calendar year, but no less than is required to develop, organize, prepare agendas for, and evaluate the CHPG

meetings and membership activities. Office of AIDS staff and consultants will attend the Steering Committee meetings as non-voting participants.

The Steering Committee shall:

- Recommend consultants, facilitators, health planning experts and other identified resources as needed,
- Develop recommendations to the Office of AIDS on the roles and responsibilities of the membership,
- Modify policies and procedures as needed to maintain smooth work flow and completion of the tasks of the CHPG.
- Work with the Office of AIDS staff, facilitator, and logistical coordinators to develop the Task Force structure, appoint ad hoc Working Groups as necessary, develop and/or approve Task Force goals and objectives, agendas, meeting materials which meet each person's special needs, planning exercises and activities, evaluate meeting process and outcomes, and provide input on geographical locations for meetings,
- Provide information and resources to the CHPG process,
- Make recommendations to the voting members for consideration,
- Assist in problem intervention as requested.
- Receive and act upon recommendations from the Membership Committee re: CHGP membership size, appointed member agencies and representatives, new member orientation, member educational presentations and other matters as requested.
- Receive and act upon recommendations from Resource Allocation Committee and Task Forces as requested.

4.3 The Steering Committee may meet in Executive Session at any time it determines it necessary to do so.

- Executive Session meetings will include only the four Co-Chairs and the Co-Chair Elect of the CHPG.
- Minutes of these meetings will not be required. General minutes of the Steering Committee will reflect simply that an Executive Session was convened.

4.4 Membership Committee

The Membership Committee shall be composed of the Community Co-Chair Elect and other members of the CHPG in good standing. The Membership Committee will be responsible for assessing, monitoring and developing mechanisms necessary to recruit, train and maintain CHPG membership at numbers and expertise required to successfully accomplish the work of the group. Participation on the Membership Committee will be in addition to assignment to and participation on another Standing Committee or Task Force.

The Membership Committee shall:

- Recommend the selection process for non-appointed members,

- Recommend and update the list of agencies, organizations and groups that constitute appointed members.
- Develop a mentoring system to support new members, and implement such system on an annual basis as necessary,
- Receive and develop concepts for member continuing education as requested or necessary.

4.5 Resource Allocation Committee (RAC)

The role of the RAC shall be to make recommendations to the CHPG for approval and conveyance to the Office of AIDS regarding formulas, allocation methods, guidelines, policies and procedures, and other matters relative to dissemination of funds for provision of HIV care and/or prevention services.

Membership:

- RAC membership shall be composed only of CHPG members in good standing. A member of the staff of the Office of AIDS will be assigned to RAC as permanent liaison to the group.
- A Co-Chair from the Office of AIDS will be a permanent member of RAC.
- The RAC may request additional expertise and assistance from the Office of AIDS or other sources as necessary. Such requests may be made to and approved by the Steering Committee, depending upon the scope of the request.

Decision-Making and Management:

- Members shall participate in all scheduled RAC meetings and teleconferences.
- RAC's work will be conducted in meetings that may occur the day before a full CHPG meeting, during times allocated on CHPG meeting agendas, during additional scheduled meetings as approved by the Steering Committee, and during scheduled teleconferences as necessary.
- RAC, due to the advisory nature of its work, may receive its tasks and work plan directly through the Office of AIDS Co-Chair member.
- Only RAC members who are CHPG members in good standing may vote on items of business before the RAC.
- Before looking outside the CHPG membership and structure, the RAC is encouraged to recognize and utilize the vast expertise of their membership, the CHPG body of experience, Task Forces and the Office of AIDS.
- From time-to-time and under special circumstances, RAC may determine a need for additional expertise from an individual(s) beyond that contained within the RAC, other Task Forces, CHPG membership and the Office of AIDS. When these circumstances arise, the RAC Chair serving on the Steering Committee will convey the need, circumstance and request to the

Steering Committee. Upon consideration and when funding allows, the Steering Committee may authorize such requests.

- When RAC submits a request for additional information or assistance from the Office of AIDS, that request shall be made in writing to the Steering Committee no later than 15 days following its presentation at the CHPG meeting.
- RAC and Task Force Chairs will work together to coordinate activities regarding issues that cut across more than one Task Force.
- RAC is responsible for self-governance re: process and roles. When process is in dispute or consensus cannot be reached, Robert's Rules of Order will prevail.
- Minutes of the RAC meetings will be maintained for the purpose of continuity of the work and will be reviewed by RAC at the beginning of each meeting. It will not be necessary to formally approve these working minutes or to forward them to the CHPG for adoption.
- A summary of the work of the RAC will be reported to the CHPG membership at each meeting.
- Recommendations of RAC will be presented to the CHPG for adoption and forwarding to the Office of AIDS. This will occur at the last meeting of the calendar year. If there are no recommendations to be made, a report of activities will so state.

Public Participation:

- Members of the general public may attend meetings of the RAC. When the public is present, opportunities to provide public comment on agenda items will be provided.

4.6 Task Forces

The Steering Committee shall, on an annual basis, establish sufficient, focused Task Forces as are necessary to complete the topical work of the CHPG. The Steering Committee shall consider CHPG resolutions and recommendations forthcoming from its final meeting of the calendar year, anticipated changes and critical developments in HIV prevention and care that need to be addressed, special-interest group concerns, important issues at the Office of AIDS, and other information in making its decisions about the establishment or continuance of Task Forces. As sub-groups of the CHPG, which is an advisory body to the Office of AIDS, deliberations and voting re: the works of the Task Forces are the responsibility and authority of the CHPG members.

Membership:

- As a condition of membership, each CHPG member will serve on one Task Force or on the RAC during his or her term.
- Task Force members will be appointed by the Steering Committee, which will give attention to 1) each member's preference for topic assignment, 2) the overall balance of members among Task Forces and RAC, 3) the

expertise of members. These factors, as well as CDC guidelines for parity, inclusion and representation, may supersede member preference.

- The Office of AIDS will provide administrative support for each Task Force, which will include recording minutes, mailing of meeting and other notices, and consultation as approved by the Steering Committee.

Decision-Making and Management:

- Task Forces may be time-limited and shall be task oriented.
- The Task Force will be responsible, within the directions of the Steering Committee and the Office of AIDS, to develop a specific action plan for the year, meeting agendas and activities. The Task Force Chair and assigned Office of AIDS staff will assure that the work of the Task Force remains on target and within developed timelines.
- Task Force members will elect Chairs or Co-Chairs and other officers as deemed necessary during the Task Force's first meeting of the year.
- Only members of the Task Force who are members in good standing of CHPG may vote on matters of business before the Task Force.
- Before looking outside the CHPG membership and structure, Task Forces are encouraged to recognize and utilize the vast expertise of their membership, the CHPG body of experience, other Task Forces and the Office of AIDS.
- From time-to-time and under special circumstances, a Task Force may determine a need for additional expertise from an individual(s) beyond that contained within the Task Force, CHPG membership and the Office of AIDS. When these circumstances arise, the Task Force Chair serving on the Steering Committee will convey the need, circumstance and request to the Steering Committee. Upon consideration and when funding allows, the Steering Committee may authorize such requests.
- When a Task Force submits a request for additional information or assistance from the Office of AIDS, that request shall be made in writing to the Steering Committee no later than 15 days following its presentation at the CHPG meeting.
- Task Force and RAC Chairs will work together to coordinate activities regarding issues that cut across more than one Task Force.
- Each Task Force is responsible for self-governance re: process and roles. When process is in dispute or consensus cannot be reached, Robert's Rules of Order will prevail.
- Each Task Force will prepare interim updates and an annual final report of activities and recommendations to the membership to be presented by the Task Force Chair during the time allotted on the CHPG agenda.
- The Task Force will provide the Office of AIDS with thorough minutes, which document its final report to the CHPG. This documentation will include attendance, record of teleconference content, and any developed documents.
- All Task Forces wishing to forward recommendations to the Office of AIDS will present those recommendations in full to the CHPG membership for approval.

Public Participation:

- Members of the general public may attend meetings of the various Task Forces. The Task Force agenda will specify periods for public comment during the course of the meeting.

4.7 Working Groups

From time-to-time, the Steering Committee may establish temporary Working Groups upon written recommendation from the Office of AIDS or from any two members of the CHPG. Working groups will be task specific and will have a lifespan of not more than one year. At the end of the year, the Steering Committee will evaluate the status of the Working Group and determine whether to dissolve the group, continue it as a Working Group or recommend it become a Task Force.

- Working Group membership are CHPG members in good standing.
- Working Groups will identify a Spokesperson(s), who will be responsible for the conduct of the meetings and reporting to the CHPG.
- Members of Working Groups will also remain members of a Task Force or Standing Committee to alleviate problems with low membership on those groups.
- Working Groups are not allocated time within the CHPG agenda for meeting and conduct of business, but instead shall meet before or after regularly scheduled CHPG meeting activities or during lunch breaks.
- Persons who wish to be involved in Working Group deliberations, but who are not members of CHPG, may do so at the discretion of the Working Group members. However, the expenses of meeting attendance by non-CHPG members will not be reimbursable.
- Office of AIDS will not appoint staff support for working groups unless such is requested by the Steering Committee and approved by the Office of AIDS.
- A designated spokesperson for the Working Group will present interim and final reports to the CHPG membership, along with recommendations.

Article 5. Meetings, Conduct of Business and Public Participation

Meetings of sufficient number to adequately and carefully address the work of the CHPG will be held during each calendar year. Because the majority of the work of the CHPG is conducted in its Standing Committees, Task Forces and Working Groups, significant time will be allotted within the CHPG meetings to allow these groups to meet. Additional meetings of Standing Committees and Task Forces may be required beyond those occurring during CHPG meetings. These meetings may occur via teleconference or, in some situations and with prior approval of the Steering Committee, during a convened meeting.

The accomplishment of the important work of the CHPG relies on the full participation of its members and on organized, well-managed processes leading to careful deliberations and decisions.

5.1 Decision-Making

In general, the CHPG will first work to make decisions through discussion which leads to group consensus.

- In general, to ensure fair and unbiased discussions, the Community Co-Chairs will be responsible for facilitating the large group decision-making process.
- At times deemed appropriate by the Steering Committee, a facilitator may be engaged to assist with the conduct of CHPG meetings and decision-making processes.
- The CHPG meeting agenda will contain adequate time for each Task Force to present recommendations and answer questions about their proposals.
- The CHPG will use a colored card system to monitor its ability to reach consensus. The cards will have different shapes to facilitate use by all members. The cards will signify the following intents:
 - Green: Yes, I am satisfied that this is the best decision given the current situation.
 - Blue: I need more information or clarification before reaching a decision.
 - Red: No, I disagree with this decision and I can't stand aside.
 - Yellow: I abstain.
- If the group is unable to reach consensus after questions and answer sessions, the facilitator will ensure that those using blue cards obtain additional information.
- Red cards block consensus. Red cards indicate a need to move forward to a formal vote on the issue.
- In all cases where consensus cannot be reached, Robert's Rules of Order will apply.
- Voting indicates that attempts to reach consensus through discussion, exploration, and consideration of the issue has failed; no further discussion will occur.
- For voting purposes of the full group, a quorum (50% plus one of the established quorum of the meeting) must be present before each vote.
- The facilitating Co-Chair (or the facilitator, as above) will restate the motion on which the group is being asked to vote.
- Only members of the CHPG will be able to vote in motions before the group.
- Absentee or proxy voting is not allowed.
- Motions will pass if a majority of those vote affirmatively; otherwise, it fails.
- CHPG decisions are recommendations to the Office of AIDS.

5.2 Standing Committee, Task-Force and Working Group Motions

In addition to the above general decision-making rules, the following items pertain specifically to Task Force, Standing Committee and Working Group recommendations and motions brought to the full CHPG membership for action:

- All recommendations and motions brought to the CHPG for action are open to discussion and the decision-making process.
- If CHPG members offer amendments, the facilitator will return the recommendation to the appropriate Chair and/or Spokesperson. The Task Force, Standing Committee or Working Group will accept the amendment(s), with or without modifications, or withdraw the recommendation from consideration.
- If the CHPG is unwilling to accept the motion in its current form and the Task Force, Standing Committee or Working Group is unwilling to accept amendments, the issue will go back to the originating body for re-work, unless the issue is withdrawn or subject to meeting time constraints. In the case of time constraints, the issue will be referred to the Steering Committee to be resolved.
- Standing Committees, Task Forces and Working Groups should forward motions and recommendations in writing in advance of CHPG meetings and no later than the cut-off time established on the CHPG meeting agenda.
- Written recommendations will be copied and distributed to members in advance of the agenda time for decisions about recommendations.
- CHPG members shall be responsible for reading the information, asking questions during discussion periods and presenting ideas for amendments in advance of the CHPG meeting whenever possible. Such amendments may also be offered during the discussion of any recommendation, as per the specified process.
- See the Appendix, Reports and Recommendations

5.3 Motions from Individual Members

Motions from individual members will be treated as motions from a Task Force of one and will follow the same process.

5.4 Urgent Issues

In general, issues for decisions/recommendations from the full CHPG will come through the Standing Committee and Task Force processes. Exceptions may be made if time constraints prohibit the use of the Standing Committee and Task Force structure.

- CHPG members must present exception requests to the Co-Chairs.
- With the agreement of two Co-Chairs, an emergency meeting of the Steering Committee may be called.

- The Co-Chairs or Steering Committee will review the issue, agree to the process to be used and recommend agenda modifications required to bring the issue forward to the CHPG.
- The Co-Chairs will ask the CHPG to agree to modify the agenda.
- If agreed, the member requesting will present the issue and the CHPG will follow its decision making process.

5.5 Records of Meetings

Records of meetings will be maintained such that the recommendations and actions of the CHPG can be retrieved and referenced as needed.

- Minutes of the proceedings of the CHPG will be produced following the conclusion of each meeting session.
- The minutes are to be of a summary nature, reflecting the general course of discussions, exact motions and specific actions taken.
- The general sessions of the CHPG meetings will be audio-taped.
- Executive sessions of the CHPG will not require minutes or audio-taping.

5.6 Public Participation

The CHPG welcomes the participation and input of the general public.

Expectations include:

- Members of the public are welcome to attend and observe CHPG activities, including RAC, Membership and Task Force work.
- Members of the public are not eligible to participate in the voting process on any motion.
- Members of the public are welcome to provide public testimony and input during designated public comment periods noted on the agenda of the CHPG meeting, Task Force, RAC and Membership meetings.
- Testimony may be provided verbally (in person at a meeting), in writing, via the CHPG web site, or by other communication methods. Timeframes for acceptance of public comment in writing and/or via the CHPG web site will be established prior to each scheduled meeting.
- The Steering Committee retains the right to limit the amount of time available for individual public comment and/or for public comment as a whole, as required by the numbers of persons wishing to provide public comment, the workload of the CHPG, the amount of time available on the agenda for public comment and other factors.
- Members of the public are expected to respect the processes and the time frames of the CHPG and its meetings.

Article 6. Code of Ethics and Conflict of Interest

The CHPG is committed to conduct its business in an ethical and principled manner.

6.1 Code of Ethics

- The CHPG is committed to the principles and practices of inclusion. All benefits and responsibilities of the organization shall be available to all people without regard to race, color, national or ethnic origin, creed, gender identity/status, sexual orientation, religion, age, marital status, socioeconomic status, physical or mental handicap, or veteran status.
- All information of a personal and/or confidential nature shall not be disclosed to any person outside the CHPG without the written consent of the individual to whom such information pertains. Disclosure of such information will occur only in response to a written request to the Co-Chairs and after written consent if provided to the Co-Chairs. Unauthorized or willful disclosure will be considered grounds for removal from the CHPG.
- The CHPG is committed to working together in a respectful, professional, open and supportive manner at all times.
- The CHPG shall not be operated for profit. No property or profit shall benefit any person, partnership, or organization except in the furtherance of the benevolent purposes of the organization.
- As a body, the CHPG may not take positions on or engage in efforts to lobby or otherwise influence legislation. However, as individuals, CHPG members are encouraged to actively and fully participate in legislative processes.
- The CHPG will not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

6.2 Conflict of Interest

The CHPG recognizes that opportunities for real or perceived conflicts of interest may arise in discussion and decision-making processes involving groups of mixed backgrounds, experiences and preferences. The following items reflect the CHPG's approach to conflict of interest that may arise during group process, especially related to resource allocation decisions:

- Participants in conflict should remove themselves from both discussion and voting when appropriate. This includes both small and large group sessions.
- CHPG members are responsible for monitoring their own management of conflict of interest.
- Members will identify their conflict(s) of interest at the appropriate times.

Article 7. Staff Support

The CHPG, Standing Committees and Task Forces shall have assistance from the Office of AIDS, including assigned staff, consultants, logistics planners and/or facilitators as determined to be needed by the Office of AIDS in collaboration with the Steering Committee. This assistance shall be designated to provide support services necessary for keeping the organizational records of CHPG and carrying out its policies, procedures and programs in accordance with this Governance and in conformity with applicable state and federal laws.

Article 8. Amendments and Dissolution

8.1 This Governance may be adopted, amended or repealed by a two-thirds vote of members present at a properly constituted meeting of the CHPG. This is the only instance in which a two-thirds vote is required. Notice of all proposed amendments shall be emailed and/or mailed to each member at least 15 days prior to the meeting at which such amendment(s) is/are to be considered for adoption.

8.2 This Governance and any subsequent amendments shall be effective immediately upon adoption by the CHPG as noted in 8.1

8.3 The CHPG may be dissolved by the Office of AIDS, by unanimous vote of the membership or by requirement of the state or federal government.

Article 9. Glossary of Terms

Advisory Group: A body which provides knowledgeable opinion and recommendations about issues, concerns and needs. CHPG is an advisory body to the Office of AIDS.

Advocacy: The act or process of supporting or promoting a cause or proposal.

Appointed Member: An individual who, by virtue of employment at a designated organization, group or agency, becomes a member of CHPG representing that specific organization, group or agency. Example: the California Conference of Local AIDS Directors (CCLAD) appoints one representative to be a member of CHPG.

Centers for Disease Control and Prevention (CDC): The Federal agency within the U.S. Department of Health and Human Services that administers HIV/AIDS prevention programs, including the HIV Prevention Community Planning process.

Conflict of Interest: A conflict of interest is when the public obligations of a CHPG member are in conflict with their private interest. A potential conflict exists when decisions may directly affect a member's personal, financial, or organizational interests. A conflict of interest occurs when: 1) a voting member of the CHPG

has a direct fiduciary interest (which includes ownership, employment, contractual, creditor, or consultative relationship to; or Board or staff membership) in an organization (including any such interest that existed at any time during the twelve months preceding her/his appointment), with which the CHPG has a direct, financial and/or recognized relationship; and/or 2) when a member of the CHPG knowingly takes action or makes a statement intended to influence the conduct of the CHPG in such a way as to confer any financial benefit on the member, family member(s), or on any organization in which s/he is an employee or has significant interest.

Consensus: A decision-making process through which discussion, deliberation and debate are used to shape opinion until the group is in agreement about the outcome or decision. This is the primary type of decision-making utilized in CHPG.

Good Cause: One criterion that may be used to remove a member or officer of CHPG from the organization or office. Defined by, but not limited to, not fulfilling the responsibilities as set forth in the Governance, Appendices and/or Policies and Procedures. All removals for good cause must pass with a majority (50% plus one vote) of the established quorum of the CHPG.

Officers: Chairs, Co-Chairs, Co-Chair Elect of the CHPG, as well as Chairs, Co-Chairs of Standing Committees and Task Forces.

Nondiscrimination: The CHPG is committed to the principles and practices of nondiscrimination. All benefits and responsibilities of the organization shall be available to all people without regard to race, color, national or ethnic origin, creed, gender identity/status, sexual orientation, religion, age, marital status, socioeconomic status, physical or mental handicap, or veteran status.

Parity, Inclusion and Representation (PIR): Parity is the condition whereby all members of the planning group have equal opportunity and status to provide input to and participate in CHPG activities, as well as an equal voice in voting and other decision making activities. Inclusion is assurance that all affected communities are represented in the community planning process. Representation is assurance that those who are representing a specific community truly reflect that community's values, norms and behavior (i.e., representation shall reflect gender, ethnicity, mode of transmission, sexual orientation, geographic area, etc.)

Prevention: Actions taken to reduce the incidence of HIV through education, information and outreach aimed at persons exhibiting high-risk behaviors for HIV infection and person already HIV positive.

Public: Interested persons who are not members in good standing of the CHPG.

Robert's Rules of Order: A generally accepted set of written procedures and processes often used to conduct meetings.

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

Stakeholder: An individual or member of an identifiable group having an interest in the issue of HIV/AIDS in California.

Standing Committee: A group of CHPG members organized to address a specific issue or set of related issues whose responsibilities, work and output are expected to be required permanently within the CHPG structure.

State: State of California

Task Force(s): Group(s) organized to address issues identified by the Steering Committee and Office of AIDS to have broad impact on the shape and direction of HIV/AIDS prevention and care services in California, consisting of CHPG members whose responsibilities, work and output are not known to be permanently required over time within the CHPG structure. Work plans and objectives are developed on an annual basis for each Task Force and the Steering Committee annually evaluates the continuing need for each Task Force.

Working Group: A group of individuals organized to address specific or immediate issues or needs, assess the necessity of a Task Force to address the issue/need, and dissolved once the issue has been resolved or addressed.

Article 10. Appendices

10.1 Entities Designated to Appoint One Representative Member to CHPG:

- California Conference of Local AIDS Directors (CCLAD)
- California Conference of Local Health Officers (CCLHO)
- California Department of Alcohol and Drug Programs
- California Department of Education
- California Department of Health Services – Sexually Transmitted Disease Branch
- California State Office of AIDS
- County Health Executives Association of California (CHEAC)
- Los Angeles County Health Services
- San Francisco Department of Public Health
- Universitywide AIDS Research Program (UARP)

10.2 Role Descriptions

Pursuant to roles and descriptions contained in the Governance, this Appendix offers additional detail regarding the following roles and responsibilities. The Steering Committee is authorized to modify these role descriptions and accompanying responsibilities as determined necessary to support completion of the work of the CHPG.

CHPG Co-Chairs

- Convene CHPG meetings.
- Share responsibility for chairing meetings.
- Make presentations at meetings.
- Represent the CHPG at additional meetings (e.g., CDC) and report back to CHPG
- Represent CHPG members at Steering Committee meetings.
- Provide clarification and information on issues to be voted on by the CHPG.
- Manage CHPG meetings in such a way as to promote open discussion, honest exchange and considered decisions.
- Co-Chairs are authorized to suspend meetings, secondary to assessment that contentious behaviors and/or intensity of communication styles momentarily precludes open discussion, honest exchange and considered decisions among members.
- Provide input for the development of the CHPG meeting agendas and assist in finalizing the agendas prior to each meeting.
- Identify resources that are needed for CHPG meetings.

- Help identify issues and problems that arise during the CHPG meetings and recommend solutions or mediation to those issues.
- Meet at the end of each meeting day to review process and objectives and, if necessary, convene a meeting of the Steering Committee to resolve issues.
- Present the agenda at the CHPG meetings.
- Work with facilitators to help the CHPG achieve objectives established for the meetings.
- Chair the public comment portion of the meeting.
- Consult with CHPG members who have had attendance problems according to membership policies contained in the Governance.
- Be willing and able to allow facilitators to handle all portions of the meeting requiring neutral mediation (e.g. all voting).
- Know and adhere to the governance documents.
- May not serve as the Chair of a Task Force

CHPG Community Co-Chair Elect

- Represent CHPG members at Steering Committee meetings.
- Provide input for the development of the CHPG meeting agendas and assist in finalizing the agendas prior to each meeting.
- Help identify resources that are needed for CHPG meetings.
- Help identify issues and problems that arise during the CHPG meetings and recommend solutions or mediation to those issues.
- Meet at the end of each meeting day to review process and objectives
- In the absence of a Co-Chair, may share Co-Chair responsibilities such as convening meetings, chairing meetings, presenting the agenda, or other Co-Chair roles and responsibilities.
- Coordinate new member orientation for incoming members. Coordinate a mentoring program for incoming members and any other member that requests mentoring.
- May serve on a Task Force. May not serve as the Chair of a Task Force.
- Know and adhere to the governance document.
- Chair the Membership Committee.
- Develop skills and experience in preparation for the Community Co-Chair role by performing other duties as assigned by the Co-Chairs.

Committee Chairs, Task Force Chairs

- Provide leadership, organization and management for Task Force or Standing Committee.
- Accept responsibility for matching new Task Force or Standing Committee members with experienced Task Force or Standing Committee members to serve as mentors.
- Assist the Task Force or Standing Committee to remain on task consistent with annual plans and agreed-upon direction for the group.

- Assist the Task Force or Standing Committee to prepare any necessary reports and/or recommendations.
- Make presentations at CHPG as required.
- Assist the Task Force or Standing Committee to identify necessary resources and/or additional expertise.
- Represent the Task Force or Standing Committee at Steering Committee meetings. Where Co-Chairs exist in a Task Force or Standing Committee, one of the Co-Chairs will attend the Steering Committee. In all cases, the Chair or Co-Chair attending the Steering Committee must be a full CHPG member in good standing.
- Provide input for the development of the CHPG meeting agendas and assist in finalizing the agendas prior to each meeting.
- Help identify resources that are needed for CHPG meetings.
- Help identify issues and problems that arise during the CHPG meetings and recommend solutions or mediation to those issues.

Working Group Spokespersons

- Provide leadership, organization and management for the Working Group.
- Assist the Working Group to remain on task consistent with the agreed-upon direction for the group.
- Assist the Working Group to prepare any necessary reports and/or recommendations.
- Make presentations at CHPG as required.
- Assist the Working Group to identify necessary resources and/or additional expertise.

CHPG Members

- Act on behalf of all HIV/AIDS affected communities in the decision making process.
- Identify information needed to improve the quality of decisions of the CHPG.
- Identify ways to obtain this information from persons with HIV/AIDS, service providers, state and local government, and others.
- Identify the continuum of HIV prevention and care services in California, by describing appropriate systems of prevention and *care services* in major urban, suburban, rural and remote areas.
- Identify the HIV prevention and care services needed by people in different clinical stages of HIV infection.
- Define ways to improve and sustain HIV prevention and care efforts.
- Provide recommendations to the Office of AIDS on planning, priority setting and resource allocation related to federal and state HIV prevention and care resources administered by Office of AIDS.
- As a representative of CHPG, report back to local HIV planning bodies.
- Develop plans and recommend policies that integrate aspects of HIV care, treatment, testing and prevention programs.

- Identify barriers to service delivery for persons with HIV/AIDS.
- Help identify barriers to HIV prevention and care

10.3 Reports and Recommendations

The CHPG is committed to providing the time and resources necessary to facilitate the careful consideration of reports and recommendations as developed by its Standing Committees, Task Forces and Working Groups. To that end, the following procedure will be used:

1. Each CHPG meeting agenda will provide adequate time for Standing Committee, Task Force and Working Group reports. The amount of time allotted on each agenda will vary depending on the work of these groups, other issues that must be addressed and the calendar date for the meeting (e.g., the last meeting of the year is when formal recommendations are presented by these groups and the most time must be placed on the agenda for the reports.
2. At the beginning of the CHPG meeting, each group will be made aware of the amount of time on the agenda for reports to be presented.
3. Each Standing Committee, Task Force and Working Group will present a report to the full membership at each meeting.
4. A standard form will be used to develop each Group's report and recommendations. This form will be completed and provided by the Task Force and Standing Committee Chairs, as well as the Working Group Spokesperson, to a CHPG Co-Chair no later than midday of the second day of the CHPG meeting.
5. Members will be responsible to receive and read the reports and recommendations during a designated period on the CHPG agenda.
6. See Article 5.2, Standing Committee, Task Force and Working Group Motions for additional details.