



LOS ANGELES COUNTY  
**COMMISSION ON HIV**



## **BYLAWS REVIEW TASKFORCE VIRTUAL MEETING AGENDA**

**Wednesday, May 24, 2023 @ 1-2:30PM**

**WEBEX LINK:**

<https://lacountyboardofsupervisors.webex.com/weblink/register/ef2bfc254108847e1b6a4d62c7bda017>

**MEETING PASSWORD *\*for Members of the Public:* TASKFORCE  
TO JOIN BY PHONE: +1-213-306-3065 MEETING #/ACCESS CODE: 2594 536 3280**

**Members:**

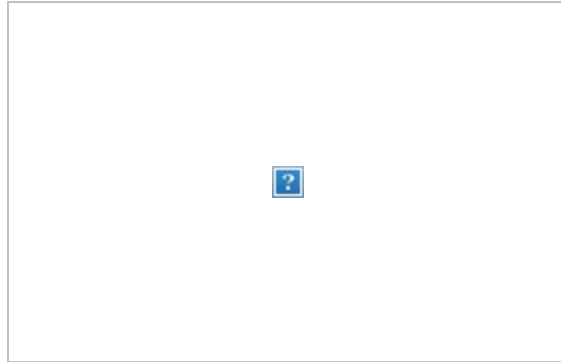
Everardo Alvizo (Co-Chair), Alasdair Burton (Co-Chair), Pearl Doan, Kevin Donnelly, Arlene Frames, Luckie Fuller, Bridget Gordon, Joe Green, Dr. William King, Lee Kochems, Mario J. Pérez, Ricky Rosales, & Justin Valero

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|--|---------------|
| 1. CO-CHAIR WELCOME & INTRODUCTIONS    | 1:00PM-1:05PM |
| 2. "SETTING THE STAGE"                 | 1:05PM-1:50PM |
| a. Goals & Expectations                |               |
| b. Historical Background & Context     |               |
| 3. DISCUSSION                          | 1:50PM-2:15PM |
| a. 4/10/23 Meeting Recap               |               |
| b. Bylaws Review Guidance & Tracker    |               |
| c. Member Commitment                   |               |
| d. Meeting Schedule                    |               |
| 4. NEXT STEPS                          | 2:15PM-2:25PM |
| 5. AGENDA DEVELOPMENT FOR NEXT MEETING | 2:25PM-2:30PM |
| 6. ADJOURNMENT                         | 2:30PM        |

***Current Bylaws Can Be Accessed [Here](#)***

**From:** [McClendon, Dawn](#)  
**To:** [Everardo Alvizo](#); [Alasdair Burton](#); ["William King"](#); [Kevin Donnelly \(kevinjdonnelly.lacoh@gmail.com\)](#); [Lmkanthroconsult](#); [Joseph Green](#); [Bridget Gordon](#); [Luckie Fuller](#); [Pearl Doan](#); [Arlene Frames](#)  
**Cc:** [Barrit, Cheryl](#)  
**Subject:** RECAP | Bylaws Review Taskforce  
**Date:** Tuesday, April 11, 2023 2:00:00 PM  
**Attachments:** [image002.png](#)  
[image003.png](#)  
[Tracker BylawsReview\\_041023.docx](#)  
[image005.png](#)

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Good afternoon all, following is a recap of the inaugural Bylaws Review Taskforce (BRT) meeting held Monday, April 10<sup>th</sup>. Please feel free to fill in where I may have missed.

Thanks all, Dawn

- BRT met virtually on Monday, April 10 @ 10AM. Everardo Alvizo, Alasdair Burton, Dr. William King, Kevin Donnelly, Lee Kochems, and Joe Green attended. COH staff Cheryl Barrit & Dawn Mc Clendon attended. The following additional members expressed interest in participating in the BRT but were not able to join – Bridget Gordon, Luckie Fuller, Arlene Frames and Pearl Doan. DHSP representation was invited at the members’ request to participate in the BRT; TBD. The Prevention Planning Workgroup (PPWG) co-chairs and DHSP EHE Steering Committee co-chairs, if applicable, were mentioned as possible participants; PPWG is represented by Dr. King.
- The BRT agreed to extend the deadline for member participation two additional weeks, beginning April 13 and ending April 27 to form a more broad diverse and reflective membership in alignment with parity, inclusion and representation (PIR) efforts. Membership will be limited to Commissioners. An email was distributed by staff to recruit additional members.
- COH staff shared that as a taskforce, which is not a Brown Act governed body, they are able to determine their own structure, i.e., co-chairs, meeting frequency, open/closed membership, public member participation, etc.
- The BRT selected Everardo Alvizo and Alasdair Burton as its co-chairs by consensus

and agreed to a closed membership incorporating additional members who express interest to participate by the extended deadline. BRT meetings will be open to the public for transparency, however, decision making will be limited to the membership who will comprise of Commissioners. Concerns were expressed regarding keeping the BRT small and nimble to ensure consistency, continuity and efficiency and develop a transparent reporting mechanism so that the members of the Commission and the public are kept informed. COH staff shared that a standing report will be agendized for the COH, Executive, Operations and Consumer Caucus meetings.

- The BRT discussed possible codification of EHE partnership in the bylaws; will invite DHSP EHE stakeholders for discussion.
- COH staff drafted a preliminary tracker which reflects topics or areas of concerns for bylaw review to include HRSA site visit feedback *\*official HRSA site visit findings are pending and may prompt updates to the tracker*. Topics/areas of concern include (refer to attached tracker; a living document subject to ongoing updates):
  - Stipends
  - Conflicts of interest
  - EHE partnership
  - DHSP staff membership & voting status
  - Status neutral language inclusion
  - Meeting frequency
  - Annual bylaw review requirement
- The BRT noted that the bylaws were updated in 2013, due to the merger the CDC Prevention Planning Committee (PPC) and the Commission as a RWP care and treatment planning body, resulting in an integrated HIV prevention and care planning body suggesting that perhaps the bylaws are reflective but that there needs to be improved efforts in operationalizing the prevention arm of the Commission. It was further reminded that the Commission serves two roles – (1) an integrated planning body for HIV prevention and care, and (2) an advisory mechanism to the Board of Supervisors on all things HIV – both of which are equally important in addressing HIV in Los Angeles County.
- The BRT agreed to determine its meeting schedule once the two week extension for recruitment has passed. The meeting will be held monthly, at a minimum, and will be held virtually. Recruitment efforts will be made at the April 13 COH meeting and agenda item will be elevated under the Co-Chair Report for recruitment optimization. Staff will send a scheduling poll to all participants for next meeting once two week extension has passed.



## BYLAWS REVIEW GUIDANCE and PROPOSED TIMELINE

### What is Our Goal?

Review the 2013 Bylaws to ensure relevancy and alignment with current federal, state and county policies, procedures, and practices. Moreover, to ensure the Bylaws continue to reflect the Commission's overall Vision and Mission.

### What are Bylaws & Why Are they Important?

The purpose of Bylaws is to define the structural, governance, operational and functional responsibilities, and requirements of the Los Angeles County Commission on HIV.

Bylaws are essentially an expansion of the Commission's Ordinance ([Los Angeles County Code, Title 3—Chapter 29](#)). They describe in detail the procedures and steps the Commission must follow to conduct business effectively and efficiently, and in accordance with our Vision and Mission.

### What's the Difference Between an Ordinance, Bylaws and Policies?

**Ordinance.** An ordinance is an authoritative and legislative act by the County; it established the Commission and governs its activities and operations. Local ordinances carry the state's authority and have the same effect within the County's limits as a state statute. Once adopted according to statutory process, ordinances become legally enforceable local laws.

**Bylaws.** While policies pertain to the details, the bylaws are high-level. Bylaws take precedence over policies, and policies must be in harmony (not conflict) with the bylaws. Bylaws are essentially an expansion of the Ordinance. They describe in detail the procedures and steps the organization must follow to conduct business effectively and efficiently.

**Policy.** A policy is a course of action, guiding principle, procedure, or strategy that is adopted by a body. Policies are executive in nature and are oriented inwards to guide internal decision-making processes. Generally, policies apply to employees, town facilities or the public body itself. A policy is designed to influence and determine decisions while conducting certain municipal affairs.



## What Should I Know About Our Current Bylaws?

The Bylaws, in conjunction with the Ordinance, were last updated July 11, 2013, due to the Commission's integration into a HIV prevention, care, and treatment planning body. The process involved extensive cross-collaboration from Commissioners, DHSP, HRSA, the former Prevention Planning Committee (PPC), County Counsel, Executive Office of the Board, Board of Supervisors, and members of the public. Key updates to the 2013 Bylaws included six (6) additional membership seats; HIV Stakeholder seat classification; CDC guidance, i.e., PIR; HIV prevention language, persons at risk for HIV as a membership qualifier, and Conflict of Interest language.

The Commission has the power to amend or revise Bylaws at any meeting so long as there is quorum, provided that written notice of the proposed change(s) is given at least ten days prior to the meeting. Equally important, Bylaws *cannot* conflict with the Commission's Ordinance, which establishes the Commission and governing its activities and operations, **or** with CDC, Ryan White, and HRSA requirements. (Bylaws, "XVI. Amendment", p.20)

Be mindful that the changes in the Bylaws will trigger an ordinance change. As a result, the review and approval process will be extensive as it involves a cross-collaborative review and/or approval process between the Commission, DHSP, HRSA, the Executive Office of the Board of Supervisors, County Counsel, and the Board of Supervisors.



## What is our Legislative Duty When It Comes to Bylaws?

**Los Angeles County Code, Title 3—Chapter 3.29.070 (Procedures):** “The Commission shall adopt bylaws which may include provisions relating to the time and place of holding meetings, election and terms of its co-chairs and other officers, and such other rules and procedures necessary for its operation.”

**Health Resources and Services Administration (HRSA) Guidance:** “Planning Councils must set up planning council operations to help the planning council to operate smoothly and fairly. This includes such features as bylaws, open meetings, grievance procedures, and conflict of interest standards.” [Ryan White HIV/AIDS Program Part A Manual, VI (Planning Council Operations), 1. Planning Council Duties, C. Fulfilling Planning Council Duties, Planning Council Operations].

**Centers for Disease Control and Prevention (CDC) Guidance:** “The HIV Planning Group (HPG) is the official HIV planning body that follows the HIV Planning Guidance to inform the development or update of the health department’s Jurisdictional HIV Prevention Plan, which depicts how HIV infection will be reduced in the jurisdiction.”

## What Should I Consider When Reviewing the Bylaws for Updates?

As noted above, updating the Bylaws will require an extensive review and approval process. Review and/or approvals must be secured by HRSA, DHSP, County Counsel, Executive Office of the Board, Board of Supervisors, the Commission, and the public at large via a Public Comment period. This process can take up to or exceed one year.

Given the nature and extensiveness of this process, the Bylaws must be reviewed and updated it’s in *entirety*, from a holistic lens versus through a “piecemeal” process to have a full scope perspective and to preserve the integrity of the document and process.

It will be important to understand the historical context of the current Bylaws as well as asking the following guiding questions:



1. What is the root cause or reason for the change; ask “why” at least five times until the Committee has reached the root cause(s) and reason(s) for the change.
2. What is the change attempting to address and why?
3. What are the short-term and long-term impacts of the change?
4. Describe the event or situation that prompted the change?
5. Are there other ways to solve or address the issue besides a change? If so, describe.

### Where Should We Start?

#### *Recommended*

- Kick-off 2023 with primary focus on reviewing and updating the Bylaws by adding it as priority task for 2023-2024 workplan
- Operations Committee to review current Bylaws and provide suggested changes by December 2022
- Form a cross-collaborative Bylaws Review Workgroup, inviting a member from each Committee and Consumer Caucus
- Establish a timeline to include the following *required* review/approval:
  1. Operations Review and Analysis of Bylaws Changes (3 to 4 months)
  2. DHSP Buy-in Review (3 to 4 months)
  3. HRSA Project Officer Review (1-2 months)
  4. County Counsel (3 to 4 months)
  5. Executive Office, Board of Supervisors (1-2 months)
  6. Ops, Exec, and COH Approval (4-6 months)
  7. 30 Day Public Comment Period
  8. If applicable, incorporate appropriate feedback from members of the public and follow process for additional round of review/approvals. (1-2 months)
  9. BOS Approval (1-3 months)



**BYLAWS/ORDINANCE REVIEW TRACKER**  
Updated April 10, 2023

The following information has been compiled from former Commission discussions and recent HRSA site visit feedback\*. *\*Official HRSA findings are pending*

*“Commission Bylaws Approval: The Commission’s Bylaws must be amended accordingly following amendments to the Ordinance. Amendments or revisions to these Bylaws must be approved by a two-thirds vote of the Commission members present at the meeting, but must be noticed for consideration and review at least ten days prior to such meeting (see Article XVI).” July 11, 2013 Bylaws.*

<b>AREA OF CONCERN</b>	<b>RECOMMENDATION</b>	<b>REFERENCES</b>	<b>NOTES/COMMENTS</b>
<b>Stipends</b>	Increase amount of monthly stipends to UAs	Ordinance 3.29.080 Compensation  Bylaws Section 5. Commission Member Compensation	Staff polled other jurisdictions; we are one of very few jurisdictions that offer stipends; refer to compilation of feedback doc. I.e., Oregon assigns an \$ amount to various meeting/event types.
<b>Meeting Frequency</b>		Ordinance 3.29.060 Meetings and committees  Bylaws Section 5. Regular meetings	“Reimaging” discussion pending. Bylaws and Ordinance currently state that the Commission must meet 10x per year barring cancellation by COH Co-Chairs and/or EXEC Committee.
<b>DHSP Staff Membership &amp; Vote Status</b>	Update language re: DHSP representation to non-voting member status	Ordinance 3.29.060 Meetings and committees  Ordinance 3.29.030 Membership  Bylaws IX. COMMISSION WORK STRUCTURES Section 4. Committee Membership	Per HRSA site visit feedback, there must be a separation between DHSP and the PC, removing DHSP’s ability to vote.



AREA OF CONCERN	RECOMMENDATION	REFERENCES	NOTES/COMMENTS
		<p>Bylaws X. EXECUTIVE COMMITTEE: Section 1. Voting Membership</p> <p>Bylaws XII. PLANNING, PRIORITIES AND ALLOCATIONS (PP&amp;A) COMMITTEE: Section 1. Voting Membership</p> <p>Bylaws XIII. PUBLIC POLICY (PP) COMMITTEE: Section 1. Voting Membership</p> <p>XIV. STANDARDS AND BEST PRACTICES (SBP) COMMITTEE: Section 1. Voting Membership</p>	
<b>Annual Bylaw Review</b>	Codify annual review in Bylaws		Requested by member(s)
<b>Conflict of Interest</b>		Ordinance 3.29.046 Conflict of interest	Per HRSA site visit feedback, providers will no longer be able to participate in the PSRA decision making process regarding funding & services.
<b>DHSP Ending the HIV Epidemic (EHE) Steering Committee</b>	Include required partnership with DHSP EHE Steering Committee and/or EHE initiative efforts		Requested by member(s)
<b>Status Neutral Language Inclusion</b>			