

Statewide Advisory Group (SWAG) CHARTER AND BY-LAWS

Arizona Department of Health Services HIV Prevention Program and Ryan White Program

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Arizona State HIV Planning Steering Group CHARTER AND BY-LAWS

ARTICLE I. Name

The name of the planning group will be the Arizona Statewide Advisory Group, referred to in this document as “SWAG.”

ARTICLE II. Purpose

The SWAG will work collaboratively with the Arizona Department of Health Services (ADHS) to develop statewide, comprehensive and integrated plans and to decrease new HIV infections and assure individual level health outcomes for all persons living with HIV regardless of health care coverage or geographic location in Arizona.

Additionally, the purpose of the SWAG includes: “Partner with the Ryan White Part B Grantee and Ryan White Part A Grantee to provide input into needs assessments and Statewide Coordinated Statement of Need (SCSN) and Comprehensive Plan development and to set priorities and provide recommendations into resource allocation. [Sections 2617(b), 2613(b), 2618(a), and 2621(c)] “.

ARTICLE III. Membership

SECTION 1: Composition

The SWAG will consist of no less than fifteen (15)-members. Members shall be recruited and appointed to embody planning qualities outlined by the SWAG and to fill gaps in skills, expertise and high risk populations. The SWAG will strive to have at least three members be persons living with HIV. Notwithstanding these limitations, the SWAG may act, where the SWAG is unable, in good faith, to meet the percentage and/or numeric requirement. Vacancies will not prevent the SWAG from conducting business unless total SWAG membership is less than twelve (12).

The SWAG will be comprised of a combination of provider and community members, with a goal of a 50/50 balance. Community members should be included from a variety of populations representing the HIV Epidemic in Arizona. Every effort should be made to remove systematic barriers to community members being able to participate. (ie, application, travel, schedule etc.)

SECTION 2: Residency

All members elected or appointed to the SWAG must live or work in the State of Arizona.

SECTION 3: Roles, Responsibilities and Qualities

Roles, responsibilities and qualities of SWAG members are defined in ARTICLE III, SECTION 3 of the *POLICY AND PROCEDURES MANUAL*.

SECTION 4: Recruitment, Appointment and Retention

Recruitment and appointment of Rotating Members shall be conducted through an open, process and be guided by the *Recruitment, Appointment and Retention* policy. The current policy can be found in ARTICLE III, SECTION 4 of the *POLICY AND PROCEDURES MANUAL*.

Utilize mailings, working with service providers, to recruit community members. Recruitment will be an ongoing, continuous process.

Individuals who wish to join the SWAG shall be considered members after attending at least two meetings and requesting membership. A brief application will be filled out to collect information needed for SWAG records and reporting.

SECTION 5: Length of Term

Members may retain membership until they request to be removed from membership, become inactive (missing more than two meetings in a calendar year) or request to change membership status while remaining involved with the group.

Should the group membership become too large for the group to effectively function, the membership standards will be re-evaluated.

Notwithstanding the provisions of this section, terms for initial membership may be set by the SWAG Executive Committee or duly authorized Membership Committee, with approval by the SWAG, to constitute the SWAG and to establish a stagger in member terms.

SECTION 6: Attendance

Attendance is defined as physically attending or participating by use of technology, a meeting of the SWAG. Attendance at regularly scheduled SWAG meetings is mandatory. Members must attend at least two meetings in each calendar year to retain membership.

SECTION 7: Leave of Absence

No leave of absence will be granted to SWAG members. Members may choose to step down from the SWAG and may re-apply at a later date.

SECTION 8: Conduct

Members shall compose themselves in a manner that is conducive to the effective conduct of business, to robust and informed discussion and to good order, as provided in the *Conduct* policy for SWAG members. The current policy can be found in ARTICLE III, SECTION 8 of the *POLICY AND PROCEDURES MANUAL*.

SECTION 9: Member Removal

Absences

A SWAG member is referred to the executive committee for review when he/she accrues two (2) absences from regularly scheduled SWAG meetings in one (1) 12 month time period as described in ARTICLE III, SECTION 6 of the *CHARTER AND BY-LAWS*.

Conduct

A SWAG member interfering with or preventing the SWAG from conducting business will be referred to the Executive Committee for intervention and recommendation for removal. The current policy for *Member Removal* can be found in ARTICLE III, SECTION 9 of the *POLICY AND PROCEDURES MANUAL*.

Resignation

A member may resign at any time by written notice to the Executive Committee. The resignation will take effect at the time specified in the notice or, if no time is specified, on receipt.

SECTION 10: Grievance

Any Grievance concerning the SWAG, including the planning processes, must be addressed in accordance with ARTICLE VIII of the *CHARTER AND BY-LAWS*.

SECTION 11: Proxies

There will be no proxies. Duly-appointed SWAG members must participate in and vote on SWAG business in person or by webinar. Votes may be held by mail or use of polling technology as determined by the executive committee.

SECTION 12: Minimum Membership

SECTION 13: Membership Support

ADHS shall provide all appropriate data, including epidemiological data, to and cooperate with the SWAG to the extent that is necessary for the prudent development of the Plan. In order to preserve confidentiality or proprietary information, ADHS may place appropriate limitations on the receipt and use of such data. ADHS shall also provide all necessary technical assistance, staff support and funding necessary to the reasonable performance of the duties of the SWAG, with the appropriate oversight to insure that all expenditures are allowable, actual, appropriate and timely, as further provided in the *Membership Support* policy. The *Membership Support* policy will address issues related to reimbursement for attending SWAG meetings and travel to outside functions. The current policy can be found in ARTICLE III, SECTION 13 of the *POLICY AND PROCEDURES MANUAL*.

SECTION 14: Additional Input by Non-Members

ADHS will make efforts to garner additional input to program planning through an annual Integrated HIV Symposium and other methods, as appropriate.

Utilize existing methods of surveying consumers, clients and community members to gather additional input and information.

ARTICLE IV. Officers

SECTION 1: Positions

There will be three Community Co- Chairs of the SWAG. The Community Co-Chairs will serve in that capacity for three years.

No more than two co-chairs will be elected in a given year to maintain continuity of governance. Co-chair elections will take place at the 2nd quarter meeting and incoming co-chairs will step up at the third quarter meeting. Should there be no candidates for co-chair, the sitting co-chairs may remain until replacements are elected

Additionally there will be up to two governmental facilitators, from the Office of HIV and Hepatitis C Services, representing the HIV Prevention Program and the Ryan White Part B program.

SECTION 2. Responsibilities

Primary responsibilities for the SWAG Co-Chairs

- Supporting the purpose of SWAG as defined in the *CHARTER AND BY-LAWS*.
- Facilitating the SWAG in accomplishing its purpose and goals.
- Presiding at all meetings of the full SWAG and the SWAG Executive Committee.

- Signing letters and official documents as directed by the SWAG (including the Centers for Disease Control and Prevention letter of concurrence and Health Resources Services Administration documents as necessary).
- Facilitating communication between members, the community-at-large and ADHS.

Primary responsibilities for the Health Department Facilitators include:

- Supporting the purpose of SWAG as defined in the *CHARTER AND BY-LAWS*.
- Facilitating the SWAG in accomplishing its purpose and goals.
- Attending and participating in all Executive Committee meetings.
- Providing clarification the SWAG members to ensure understanding and participation in the community planning process.
- Providing ongoing communication of current planning processes and activities to non-SWAG constituencies.
- Facilitating communication between members, the community-at-large and ADHS.

SECTION 3. Appointment and Nominations / Elections

The ADHS HIV SWAG facilitators, are designated by ADHS. They will be appointed from the Office of HIV and Hepatitis C Services representing HIV Prevention and Ryan White Part B.

The full SWAG will elect Members to serve as one of three Co-Chairs. Any individual who is a current member is eligible to run for co-chair. The current policy for *Nominations and Elections of Community Officers* can be found in the ARTICLE IV, SECTION 3 of the *POLICY AND PROCEDURES MANUAL*.

SECTION 4. Resignation

An Officer may resign the position at any time by written notice to the remaining Officers of the Executive Committee. The resignation will take effect at the time specified in the notice or, if no time is specified, on receipt. 90 days notice is preferred.

SECTION 5. Vacancies

In the event of a vacancy in the office of Community Chair, the remaining two Co-Chairs will continue to govern the planning body, until an election can be held to fill the vacancy. In the event of a vacancy in the office of a Health Department Facilitator, ADHS will name a new Health Department Facilitator, from the appropriate program, within 30 days of the vacancy.

ARTICLE V. Executive Committee

SECTION 1. Role

The SWAG will be governed by the Executive Committee. The Executive Committee will have power to manage the business of the SWAG, including, but not limited to, determining and carrying out the full scope of work for the SWAG and except as otherwise provided herein. The Executive Committee is responsible for setting the agenda for SWAG meetings and conducting SWAG business between meetings.

SECTION 2. Composition

The Executive Committee will be made up of the following designated Officers of the SWAG:

- Community Co-Chairs
- Health Department Facilitators
- Health Department Program Managers.- HIV Prevention Program, Ryan White Care Program (optional)

SECTION 3. Meetings

The Executive Committee meetings will be held at such times and places as are determined by the Committee.

This can include meetings by web, teleconference, or in person.

SECTION 4. Quorum

A quorum of the Executive Committee consists of one-half (1/2) of its members, providing at least the Chair is in attendance.

ARTICLE VI. Governance of Meetings

SECTION 1. Quorum

A quorum of the SWAG consists of one-half (1/2) of its voting membership, rounded up to the nearest whole person. Vacant seats on the SWAG are not counted in determining a quorum. Members of the public attending meetings of the SWAG are not included in determining a quorum.

SECTION 2. Attendance

Attendance at regularly scheduled SWAG meetings is mandatory. Attendance will be taken via sign-in sheets. Members attending by phone or webinar will be added to the sign-in sheet by a Health Department Facilitator. In accordance with ARTICLE III, SECTION 9 of the CHARTER AND

BY-LAWS, Should a member accrue two (2) absences from meetings of the SWAG in 12 month period, they will be referred to the executive committee for review. The current policy for *Attendance* can be found in ARTICLE III, SECTION 6 of the *POLICY AND PROCEDURES MANUAL*.

SECTION 3. Meeting Agenda and Report

The Executive Committee, in whole or in part, or their designee, will create the proposed agenda for meetings of the full SWAG, subject to the approval and revision of the full Executive Committee. Draft agendas created will be distributed to the SWAG reasonably prior to the full SWAG meeting. The SWAG may amend the draft meeting agenda at the beginning of each SWAG meeting per the decision making policy found in ARTICLE VI, SECTION 5 of the CHARTER AND BY-LAWS.

A written report of each meeting of the SWAG will be developed by ADHS, distributed to all members in a timely fashion prior to the next scheduled meeting and approved by the SWAG at the next scheduled meeting.

SECTION 4. Open to Public

All meetings of the SWAG are open to the public. Members of the public are welcome to attend meetings but may not vote on SWAG business. A portion of the meeting will be available for public input, although other portions of the meeting may be opened for comment as well.

SECTION 5. Decision Making

A quorum of the SWAG must be present at any meeting where business is to be conducted or where a formal vote or decision is to be made. Any vote taken or decision made during a meeting without a quorum is subject to change. As the SWAG is an advisory body, all decisions made are considered to be advisory to the Health Department, who may act in accordance with the memorandum of understanding between the entities.

Except where otherwise determined by the SWAG Executive Committee and / or unless alternate decision making policies have been specified in the *SWAG POLICY AND PROCEDURES MANUAL*, A modified version of Robert's Rules of Order will be followed in all cases where the SWAG is taking action specifically requiring an enumerated vote. A decision of the SWAG shall not be invalidated where the SWAG acted in substantial compliance with Robert's Rules of Order.

For all other actions, consensus is the preferred decision-making mechanism. Any three (3) members in combination may request an enumerated vote on any matter for decision. Such enumerated vote shall be determined by a simple majority of those persons voting, which shall become the decision of the SWAG.

SECTION 6. Conflict of Interest

Members of the SWAG should, to the extent practicable, act without conflict of interest. Where such conflict of interest exists, or appears to exist, the member shall disclose the conflict of interest to the SWAG as provided in the *Conflict of Interest* policy. The current policy can be found in ARTICLE VI, SECTION 6 of the *POLICY AND PROCEDURES MANUAL*.

SECTION 7. Voting

Each member is entitled to one vote for each SWAG item of business.

ARTICLE VII. Committees and Work Groups

SECTION 1. General

Committees and work groups may be proposed by the Executive Committee at any time to meet the operational needs of the SWAG. The Executive Committee will submit their proposal to create a committee or work group, including a scope of work for the committee or work group, to the SWAG for a simple majority vote. At any point, the SWAG can change the scope of work of a committee or work group with a simple majority vote. All committees shall be considered to be time-limited and task-oriented.

SECTION 2. Composition

SWAG committees and work groups will be primarily made up of SWAG members. Committees and work groups may include persons who are not members of the SWAG. However, non-planning group members will have no voting rights.

SECTION 3. Committee / Work Group Chairs

The SWAG Executive Committee, will appoint committee or work group chairs. The current policy for *Nominations and Elections of Committee Chairs* can be found in the ARTICLE VII, SECTION 3 of the *POLICY AND PROCEDURES MANUAL*.

SECTION 4. Decision Making

Committee and work group chairs will determine an appropriate decision-making process for their respective committee / work group. Any action, proposal or decision made by a committee or work group will be submitted to the SWAG for ratification or modification at its next regular meeting following such committee / work group action, proposal or decision.

ARTICLE VIII. Grievance Procedure

A *Grievance* policy for SWAG members will be established by the Executive Committee and duly approved by the full SWAG. The policy will define grievance for which a member has grounds for dispute and a procedure for filing a grievance. The current policy can be found in ARTICLE VIII of the *POLICY AND PROCEDURES MANUAL*.

ARTICLE IX. Policies and Procedures

The SWAG shall adopt concurrently with this CHARTER AND BY-LAWS a *POLICY AND PROCEDURES MANUAL* to implement fully the provisions of this CHARTER AND BY-LAWS. Such policies and procedures may only be amended in a form and manner consistent with the provisions of the CHARTER AND BY-LAWS. In the case of any conflict, the provisions of the CHARTER AND BY-LAWS shall supersede those of the *POLICY AND PROCEDURES MANUAL*.

ARTICLE X. Books and Records

ADHS will keep meeting reports for the SWAG of all proceedings and such other books and records as may be required for the proper conduct of its business and affairs.

ARTICLE XI. Amendments

This *CHARTER AND BY-LAWS* may be amended at any regular or special meeting. Written notice of the proposed *CHARTER AND BY-LAWS* amendment will be delivered to each member at least ten (10) days prior to the date of the meeting. *CHARTER AND BY-LAWS* changes require a two-thirds (2/3) majority vote of current SWAG membership.

ARTICLE XII. Ratification

This *CHARTER AND BY-LAWS* goes into effect upon a two-thirds (2/3) majority vote of the SWAG membership.

ARTICLE XIII. Dissolution

The SWAG has been formed to assist ADHS in the HIV planning process. The SWAG may be dissolved by a two-thirds (2/3) majority vote of the SWAG membership or by an ADHS governmental mandate.

Changes to the structure or existence of the SWAG shall be made based upon any contractual or guidance change provided by CDC or HRSA.