

ORANGE COUNTY HIV PLANNING COUNCIL
Policies and Procedures

Subject: Executive Committee

Number: III

Date Effective: 10/5/92

Revised: 6/9/99, 9/12/01, 8/24/11,
12/10/14, 2/10/16, 1/10/18, 2/9/22
3/13/24, 12/11/24

Reviewed: 1/29/20, 2/9/22

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1. **PURPOSE:** The purpose of this document is to set forth the policies and procedures relative to the functions of the Executive Committee.
 2. **AUTHORITY:** The Executive Committee shall be subject to the direction of the HIV Planning Council (Council) and none of its acts shall conflict with actions taken by the Council.
 3. **FUNCTION:** The Executive Committee will be responsible for the following:
 - 3.1. Having general supervision of the affairs of the Council between its regularly scheduled meetings and may make recommendations to the Council;
 - 3.2. The Executive Committee Chair will review and approve the Planning Council agenda and action items;
 - 3.3. Coordinating the Assessment of the Administrative Mechanism;
 - 3.4. Keeping the Council informed of its activities;
 - 3.5. Establishing ad-hoc committees, subcommittees, or task forces as needed;
 - 3.6. Assuming the responsibilities of committees that are unable to perform their functions under the direction of the Council; and
 - 3.7. Other duties as assigned by the Council.
 4. **COMMITTEE MEMBERSHIP:**
 - 4.1. The Executive Committee shall consist of the following:
 - Officers of the Council;
 - One (1) Officer representative of each standing committee;
 - The Council member representing the Ryan White Act Membership Category of Local Public Health Agency;
 - The immediate-past Chair of the Council; and
 - Up to three (3) at-large members, to be elected by the Council.
 - 4.2. With the exception of the Council Officers, members will occupy one (1) membership seat. Officers of the Council who also Chair a committee may represent both roles in their membership seat.

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- 4.3. If none of the above members are unaligned consumers, then one (1) or more unaligned consumers from the Council shall be elected to the committee as at-large members. Nominations shall be made by Council members prior to or at the first Council meeting of each calendar year. Elections shall be held prior to or at the first Council meeting of the calendar year.
- 4.4. Members representing standing committees may have alternates in their absence. The alternates shall be either the Vice-Chair or Co-Chair of the standing committee.
- 4.5. The Program Manager of HIV Planning and Coordination shall serve as an alternate in the absence of the Local Public Health Agency representative.
- 4.6. Members are expected to attend all scheduled meetings and commit to serving on the committee for at least one (1) year. The committee reserves the right to change the schedule of meetings as needed. The chair will provide adequate notice to members.
- 4.7. Members may be removed from the committee for the following causes:
- 4.8. Absence from three (3) regularly scheduled meetings during the appointed year. This does not apply to members who are on a leave of absence.
- 4.9. Violations of conduct pursuant to the Council Bylaws.
- 4.10. The member will be sent a letter of warning that their membership is in jeopardy after missing two (2) meetings. The committee that the member is representing will also be informed of the member's absences. Prior to any member being removed, they shall receive written notice of the intent to remove and the reason(s) for removal. The member will have the opportunity to respond in writing or in person at the next committee meeting.
- 4.11. If, for some reason, the member is unable to attend a meeting, they may notify Council Support to request a leave of absence for up to three (3) meetings.
5. **CONFLICT OF INTEREST:** Members of the committee are required to comply with the Council's Conflict of Interest Policy.

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6. VOTING:

- 6.1. A quorum of the committee must be present for formal action to be taken. The number of members necessary to establish a quorum shall be the majority of voting members, not on leave of absence.
- 6.2. The committee will utilize consensus voting for approval of the Executive Committee meeting agenda and minutes only. The committee will use a yay/nay voting system for all other action items. The yay votes must be unanimous for the vote to carry. For non-unanimous yay votes, a roll call vote will be taken. A majority vote in favor of the motion will be required for the motion to carry.
- 6.3. Alternates, as specified in Section 4 (Committee Membership), may vote on matters before the committee.

7. AMENDMENTS:

- 7.1. These policies and procedures may be amended by a majority vote of the Executive Committee and submitted to the Council for approval.
- 7.2. Every attempt will be made to keep these policies and procedures in compliance with and consistent with the Council Bylaws; however, in the event they are found to conflict with the Bylaws, the Bylaws will be the higher authority. Also, if the current Bylaws are amended by the Council and/or Board of Supervisors, these policies and procedures will be amended to follow the revised Bylaws.

8. **MEETING SCHEDULE:** The Executive Committee's meeting format and frequency (dates, times, and locations) shall be determined by the committee Chair in consultation with the committee members.