

**VIRTUAL: Executive Committee/Nominations Committee**

**Meeting Minutes of**

**Thursday, February 8th, 2024**

**12:00 p.m. – 2:00 p.m.**

Office of HIV Planning, 340 N. 12<sup>th</sup> St., Suite 320, Philadelphia PA 19107

**Present:** Alan Edelstein, Keith Carter, Michael Cappuccilli, Sharee Heaven, Shane Nieves, Lupe Diaz, Gus Grannan, Juan Baez, Desiree Surplus

**Excused:** Debra D’Alessandro

**Staff:** Beth Celeste, Tiffany Dominique, Debbie Law, Sofia Moleteri, Mari Ross-Russell, Kevin Trinh

**Call to Order:** M. Cappuccilli called the meeting to order at 12:06 p.m.

**Introductions:** M. Cappuccilli skipped introductions.

**Approval of Agenda:**

M. Cappuccilli referred to the February 2024 Executive Committee/Nominations Committee agenda and asked for a motion to approve. **Motion: K. Carter motioned; L. Diaz seconded to approve the February 2024 agenda. Motion passed: 6 in favor.** The February Executive/Nominations Committee agenda was approved.

**Approval of Minutes (January 16th, 2024 and December 14th, 2023):**

M. Cappuccilli referred to the January 2024 Executive Committee minutes. **Motion: K. Carter motioned; M. Cappuccilli seconded to approve the January 2024 Executive Committee Meeting Minutes. Motion passed: 5 in favor 1 abstaining.** The January 2024 Executive Committee minutes were approved.

M. Cappuccilli referred to the December Nominations Committee minutes. **Motion: L. Diaz motioned; S. Heaven seconded to approve the December 2023 Nominations Committee Meeting Minutes. Motion passed: 4 in favor, 2 abstaining.** The December Nominations Committee minutes were approved.

**Report of Co-chairs:**

M. Cappuccilli thanked all who participated in the Orientation meeting in January.

**Report of Staff:**

M. Ross-Russell reported that OHP had sent out the Letter of Acknowledgement policy and other documents to the committees so they could review it in time for the HIPC meeting.

She then explained that had included the review of the documents on the HIPC as a tentative item since it was unknown how many documents would be finalized by the committees to be ready in time for the HIPC meeting. K. Carter asked if they were to include the HIPC

Confidentiality Agreement in the list of documents being reviewed. M. Ross-Russell said that the document was already included in the HIPC application. M. Cappuccilli asked if they were to vote on the documents within the HIPC meeting. M. Ross-Russell said it depended on how many documents the Executive Committee could approve, vote, and agree upon. If they do not approve the document, the document may need additional changes and would return to the HIPC at a later meeting date.

M. Cappuccilli asked if only the Nominations Committee would be participating in the membership attendance review portion of the meeting. M. Ross-Russell confirmed. M. Cappuccilli then told the Executive Committee members that they were free to leave the meeting once they had reviewed the documents.

**Discussion Items:**

***-Review of Documents and Policy Updates-***

M. Ross-Russell said she drafted the Code of Conduct to bring more clarity to the Three-Strikes Rule. She explained that the Three-Strikes Rule stated that a person would be asked to leave a meeting if their behavior was deemed disruptive three times during a meeting. M. Ross-Russell said the Code of Conduct was being amended to have an additional process for members who were disruptive for more than one meeting. If the member was disruptive across three meetings during a Planning Year, they would be reprimanded whether this meant that the person would be suspended or removed from HIPC. G. Grannan asked M. Ross-Russell to define what the term of a Planning Year was. M. Ross-Russell answered that the Planning Year encompassed the start of September 1st to August 30th of the following year. M. Cappuccilli asked how they would record violations of the Code of Conduct. M. Ross-Russell said these violations would be recorded in the meeting minutes.

M. Cappuccilli asked if they could bring the Code of Conduct to the HIPC. M. Ross-Russell said they could. T. Dominique asked if the meeting structure was to review each document and then have a vote on the document reviewed. M. Ross-Russell confirmed that that would be their process.

**Motion:** K. Carter motioned; G. Grannan seconded to bring the proposed HIPC Bylaws Code of Conduct changes to HIPC for approval.

- K. Carter: In Favor
- A. Edelstein: In Favor
- M. Cappuccilli: In Favor
- S. Nieves: In Favor
- J. Baez: In Favor
- S. Heaven: In Favor
- L. Diaz: In Favor
- G. Grannan: In Favor

**Motion Passed:** 8 in Favor. The motion to bring the proposed Code of Conduct changes to HIPC for approval was passed.

The committees moved to review the changes to the Open Nominations Policy. S. Moletteri stated the proposed changes would create processes that would allow them to record infractions through a form and then review these infractions during the Open Nominations Process. A. Edelstein suggested removing the word “transgressions” in the document since he felt it would be redundant and could invoke religious connotation. S. Moletteri agreed to remove the word from other documents as well. M. Cappuccilli suggested removing the word “past” from the phrase “past misconduct” since the person may not have been to a meeting before.

G. Grannan asked if the rules had applied to people who were not members and were visiting the HIPC. S. Moletteri questioned if recording people who were not members was appropriate. M. Ross-Russell said it may be difficult to track a person since it would be difficult to identify them in a virtual environment. S. Moletteri said that from the last Executive Committee meeting, they were to ask members to sign a form called the Acknowledgement of Expected Conduct to allow the HIPC to record member misconduct. Therefore, non-member misconduct could not be recorded since OHP had not collected signatures allowing for this procedure.

K. Carter suggested presenting the rules and code of conduct as part of the agenda. M. Capuccilli asked if they would need to vote on the changes to the Open Nominations Policy in HIPC. S. Moletteri confirmed that they would need to and that the member misconduct form would be sent to new members following the application.

G. Grannan asked how the 30-day waiting period would be affected by the 29-day month they were in. M. Ross-Russell said they had accounted for the shorter than 30-day month and it should not be a problem.

**Motion:** K. Carter motioned; M. Cappuccilli seconded to bring forth the amended Open Nominations Policy to the HIV Integrated Planning Council.

K. Carter: In Favor  
S. Heaven: In Favor  
S. Nieves: In Favor  
J. Baez: In Favor  
L. Diaz: In Favor  
G. Grannan: In Favor  
A. Edelstein: In Favor  
D. Surplus: In Favor  
M. Cappuccilli: In Favor

**Motion Passed:** 9 in Favor. The motion to bring forth the amended Open Nominations Policy to the HIV Integrated Planning Council.

T. Dominique said they created the Conflict of Interest form to allow members to identify and update their conflicts of interest. The purpose of the form was to better help members understand the nuance and effect of conflict of interests as members of HIPC. A. Edelstein asked if they needed to define what constituted an immediate family member. L. Diaz agreed with this idea since a family member worked in the same agency. A. Edelstein said this should be mentioned

during the allocations process. J. Baez said anyone could have a conflict of interest and what mattered was if this relationship affected their ability to make a choice. S. Moletteri said this was challenging verbiage, because it was difficult to define whether a close relationship, family or otherwise, would constitute a conflict of interest. M. Ross-Russell said that conflict of interest was inherent to those in HIPC except community members. She emphasized it was important to know a member's conflict of interest so they could have the person abstain from voting during decisions that would breach the person's area of conflict. M. Cappuccilli asked when the Conflict of Interest forms had to be signed after they were sent out. M. Ross-Russell said they must be signed after the person had become a member since it would be irrelevant if they were a guest. M. Cappuccilli asked how they would send the various forms mentioned in the meeting to the members. M. Ross-Russell replied that they would need to send the form to each person individually with a signature line and the members had an estimated two weeks to complete the forms.

G. Grannan asked about the process if a member changed their conflict of interest during the Planning Year. M. Ross-Russell replied that the purpose of the form was to address that issue by keeping the knowledge of a member's conflict of interest updated. M. Cappuccilli suggested adding a line with OHP contact information for the members to use if they have questions. S. Moletteri said this could be added. M. Ross-Russell said that since the Conflict of Interest form was not a policy form, they did not have a 30-day comment period like the other forms. K. Carter suggested adding a version date on each form to know when the form was updated or created. M. Ross-Russell said this could be added to the form. A. Edelstein asked if the HIPC ByLaws had a section that stated that members had to disclose their conflict of interest annually. The committee read the ByLaws under Section 2 subsection b and d where they learned that members must disclose their conflict of interest within the last 12 months preceding a vote. M. Ross-Russell said, in order to remain consistent, they would need to add a section about immediate family to subsection d. A. Edelstein said the addition does not need to be long and could only need to be one sentence. M. Ross-Russell said they could either add the language to the bylaws or remove the language from the Conflict of Interest Form. A. Edelstein suggested removing the language from the form since the immediate family language was controversial anyhow. M. Cappuccilli asked to remove the language around the "three years" before the present day. M. Ross-Russell agreed and asked S. Moletteri to remove the language and change it to "12 months" to be more consistent.

**Motion: M. Cappuccilli motioned; K. Carter seconded to bring forth the Conflict of Interest Form with the stated amendments to the HIV Integrated Planning Council.**

K. Carter: In Favor  
M. Cappuccilli: In Favor  
J. Baez: In Favor  
S. Heaven: In Favor  
L. Diaz: In Favor  
G. Grannan: In Favor  
A. Edelstein: In Favor  
S. Nieves: In Favor  
D. Surplus: In Favor

**Motion Passed: 9 in Favor. The motion to bring forth the Conflict of Interest Form the stated amendments to the HIV Integrated Planning Council.**

M. Ross-Russell said the person who developed the Letter of Acknowledgement policy was a former co-director. She said they no longer had a copy of the written language so they needed to draft a new document stating what their process was. In the past, many organizations would ask HIPC for a letter of support. The HIPC would not know what activities within the organization they were supporting. The organization would be asked to join HIPC to present its activities at a meeting. HIPC members found that organizations would join HIPC and never attend the HIPC meetings. G. Grannan said a support request could be used for research. He asked if there was a clause in the letter of acknowledgment to have the researcher present to share the results of their research to HIPC. M. Ross-Russell said she did not include a request of support for research projects because most requests were for federal grants. She did not consider a request for research because she did not receive one before. She would incorporate the feedback from the committee before submitting the document back to the Executive Committee.

S. Moletteri read the Acknowledgement of Expected Conduct form. They said that this did not need to be voted on since it was not a change in policy or bylaws. The form referenced the misconduct portion of the Open Nominations Policy previously reviewed and used the word “transgression.” This would be changed to reflect the alterations in the policy. S. Moletteri presented the committees with the Member Transgression form, which would be changed to “Member Misconduct Form.” This form would be presented to the Open Nominations Panel when discussing returning members. M. Ross-Russell said the two forms were very similar to the language from the Ground Rules. S. Moletteri said these two forms were more thorough with defining the expected behaviors and the consequences for violating code of conduct. S. Moletteri said there was a section at the top of the Member Misconduct form where the applicant’s name would be placed. However, the name would be redacted by the time the Open Nominations Panel would receive the form so they could anonymously share the form alongside its corresponding, redacted application. S. Nieves asked how the form would be utilized. S. Moletteri said a member’s behavior would be documented if their behavior continued for multiple meetings and was mentioned by other members or HIPC affiliates. S. Moletteri said if there was disruptive behavior and the person in violation apologized and did not continue the behavior, OHP would record that the person had disruptive behavior and had improved. L. Diaz said they were generally lenient and would have a discussion before making a decision. M. Ross-Russell said the rules would allow the members to know ahead of time on how to represent themselves during meetings. M. Cappuccilli said the records would protect the HIPC as a whole since it allowed them to know why certain individuals were denied acceptance into the HIPC.

S. Moletteri said they would present the following three forms to the HIPC in the upcoming February meeting: HIPC ByLaws proposal, Open Nominations Policy and the Annual Disclosure Statement. M. Ross-Russell said they could discuss the other forms in the next Executive Committee and Nominations Committee meetings before they present it to the HIPC.

***-Membership Attendance Review-***

The Nominations Committee decided to table the membership attendance review until the March meeting.

**Other Business:**

None.

**Announcements:**

None.

**Adjournment:**

M. Cappuccilli called for a motion to adjourn. **Motion: L. Diaz motioned; S. Heaven seconded to adjourn the February 2024 Executive/Nominations Committee meeting. Motion passed: Meeting adjourned at 1:57 p.m**

Respectfully submitted,

Kevin Trinh, staff

Handouts distributed at the meeting:

- February 2024 Executive Committee/Nominations Committee Agenda
- December 2023 Nominations Committee Minutes
- January 2024 Executive Committee Minutes
- Annual Disclosure Statement
- Member Transgression Form
- Acknowledgment of Expected Conduct Form
- HIPC ByLaws
- Meeting Ground Rules
- HIPC Code of Conduct