



**Executive Committee Meeting**  
**Hybrid Meeting: Behavioral Science Research Corporation**  
**2121 Ponce de Leon Boulevard, Suite 240, Coral Gables, FL 33134 and via Zoom**  
**August 23, 2021**

*Approved October 27, 2021*

#	Members	Present	Absent	Guests
1	Duberli, Francesco		x	Travis Neff
2	Gallo, Giselle	x*		
3	Goldberg, David	x*		
4	Herz, Stephen	x*		
5	Iadarola, Dennis	x		
6	Labbée, Andrea	x		
7	McFeely, John	x*		
8	Neff, Travis		x	
9	Sarmiento, Abril	x*		<b>Staff</b>
10	Shmuels, Diego		x	Bontempo, Christina
11	Vaughn, Sannita		x	Ladner, Robert
12	Vacant			Meizoso, Marlen
<b>Quorum = 5</b>				
<b>* In-person attendees</b>				

Note that all documents referenced in these minutes were accessible to members and the public prior to (and during) the meeting, at [www.aidsnet.org/meeting-documents](http://www.aidsnet.org/meeting-documents). This meeting was held in a hybrid format with attendance in-person and via Zoom.

**I. Call to Order**

Committee Vice Chair, Dennis Iadarola, called the meeting to order at 10:14 a.m.

**II. Moment of Silence**

Mr. Iadarola called for a moment of silence in remembrance of Victor Gonzalez, Chair of the Care and Treatment Committee who tragically passed away a week ago.

**III. Housekeeping/Meeting Rules**

Mr. Iadarola presented the PowerPoint, *Partnership Meeting Housekeeping Hybrid meetings* (copy on file), which briefly explains best meeting practices and decorum. Members and guests were reminded that this meeting – including video, audio, and chat box input – is being recorded and will become part of the public record.

**IV. Introductions and Roll Call**

Members and staff introduced themselves; staff announced online attendees.

**V. Floor Open to the Public**

Mr. Iadarola opened the floor to the public with the following statement:

*“Pursuant to Florida Sunshine Law, I want to provide the public with a reasonable opportunity to be heard on any item on our agenda today. If there is anyone who wishes to be heard, I invite you to speak now. Each person will be given three minutes to speak. Please begin by stating your name and address for the record before you talk about your concerns. BSR has a dedicated telephone line as well as a general email address for statements to be read into the record. No statements were received via the telephone line or email.”*

There were no members of the public present; the floor was subsequently closed.

#### **VI. Review/Approve Agenda**

The committee reviewed the agenda and accepted it as presented.

**Motion to approve the agenda.**

**Moved: David Goldberg**

**Seconded: Stephen Herz**

**Motion: Passed**

#### **VII. Review/Approve Minutes of June 9, 2021**

Members reviewed the minutes of the Executive Committee meeting of June 9, 2021, and accepted it as presented.

**Motion to approve the minutes of the June 9, 2021, meeting as presented.**

**Moved: Giselle Gallo**

**Seconded: David Goldberg**

**Motion: Passed**

#### **VIII. Standing Business**

##### **▪ Vacancy Updates**

Marlen Meizoso reviewed the Vacancy Report (copy on file). The report has been revamped to be more user friendly. Members were encouraged to invite others to meetings. It was suggested that subrecipients help to identify possible candidates for membership.

#### **IX. New Business**

##### **▪ Clarification of Bylaws-Elections and PWA Community Members**

Mrs. Meizoso reviewed Executive Committee Bylaws Issue discussion sheet and the Bylaw excerpts (copies on file ) that were included in the meeting materials. During the July 2021 meeting of the Miami-Dade County HIV/AIDS Partnership, Sect. 5.3 of the bylaws related to elections was temporarily waived by the members. The regular election schedule will resume in January 2022. Sample language to sections 5.3 and 5.4 were reviewed that would allow for more flexibility regarding election dates and clarify officer start dates.

Proposed language:

**Section 5.4 (A.2) Elections for Partnership Chair and Vice Chair shall be in March of each year. *If the March Partnership meeting is not held, the elections will take place at the next viable meeting.***

John McFeely suggested just removing the meeting months of March and January, this would allow for elections to be held yearly. The policies and procedure manual indicates the meeting dates as January (committee and subcommittees) and March (Partnership)

The suggested language would now be:

**Section 5.4 (A.2) Elections for Partnership Chair and Vice Chair shall be held in ~~March~~ of each year.**

**Section 5.4 (B.2) Elections of officers to standing committees and subcommittees shall be held in ~~January~~ of each year.**

With the recommended change to elections language, additional language will need to be included to clarify that terms of office are not extended even if the elections are held later than normal in a given year. The Committee reviewed some proposed language and agreed it would work.

Suggestion 5.3:

**Section 5.3 (A) Elected officers of the Partnership, standing committees, subcommittees, and workgroups shall serve a one (1) year term. *Terms for an officer to begin in March for the Partnership and January for committees and subcommittees, regardless of the election date.* No elected officers may serve more than two (2) consecutive one-year terms.**

Regarding exemptions for removals, these exist for members of the affected community who sit on the Partnership, but not for non-Partnership affected community members who sit on committees or subcommittees [see pgs. 17 (B.4) and 21 (B.4) of the Bylaws]. It was suggested that in the interest of representation for affected community members, an exemption of term limit removal should be made for non-Partnership affected community members on committees, and that language for these persons would mirror the Partnership exemption language. This would need to be reviewed by the County Attorney to ensure it is allowable.

Staff will request of the County Attorney:

- 1) Legal sufficiency of proposed language changes to 5.3 and 5.4
- 2) Inquire feasibility of adding language to cover non-Partnership members of the affected community who are serving on committees and subcommittees, and who wish to continue to serve after six years if there are no replacement persons awaiting appointment.
- 3) If the bylaws are amended with recommended changes to the elections language, would that apply retroactively to nullify the waiver that was granted in July, and necessitate immediate elections for 2021?

Mrs. Meizoso indicate she will forward the query to the County Attorney and see if he can attend the next meeting.

▪ **Executive Meeting Date Change**

Mrs. Meizoso reviewed the proposed changes to the Executive Committee meeting dates (copy on file). Since the Miami-Dade County HIV/AIDS Partnership's Executive Committee acts to ratify motions when the Partnership cannot or does not meet, staff presented a proposal moving the scheduled Executive Committee meetings from early in the month, before the date of regularly-scheduled Partnership meetings, to later in the month, after the Partnership meetings would have been held.

At the June meeting, the Executive Committee had decided that regularly scheduled meetings would be held every other month, leaving the remaining meetings to be held only if there was time-sensitive Partnership business that could not be conducted by the

Partnership, and which would necessitate holding an Executive Committee meeting. Mrs. Meizoso distributed a calendar reflecting how these proposed changes would affect Executive Committee meeting dates for the balance of the 2021 Calendar Year (see below). Dates with a triangle (▲) would be the new-end-of-month dates when the Executive Committee would have a regularly-scheduled meeting. Dates with an asterisk (\*) would be place holders for Executive Committee meetings needing to be held because the Partnership could not meet as scheduled and time-sensitive motions need to be voted on, or if there is other exigent business to be conducted that cannot wait until the next regularly-scheduled Executive Committee meeting. All future Executive Committee meeting dates occur after the scheduled monthly Partnership meetings, to have ample time to publicize the meetings and to obtain quorum to conduct business.

Current dates

Proposed dates

\*Tuesday, September 7, 2021

\*Wednesday, September 29, 2021

▲ Monday, October 4, 2021

▲ Wednesday, October 27, 2021

\*Monday, November 1, 2021

\*Monday, November 22, 2021

▲ Monday, December 6, 2021

▲ Monday, December 20, 2021

The Committee agreed to the proposed schedule and moved to adopt the new dates.

**Motion to adopt the proposed meeting dates.**

**Moved: Giselle Gallo**

**Second: David Goldberg**

**Motion: Passed**

**X. Announcements**

Staff indicated all announcements are posted online.

**XI. Next Meeting**

The next regularly scheduled Executive Committee meeting will be October 27, 2021. In the event that exigent business needs to be conducted before that date, the placeholder date is September 29, 2021.

**XII. Adjournment**

**Motion to adjourn:**

**Moved: Giselle Gallo**

**Second: David Goldberg**

**Motion: Passed**

Mr. Iadarola adjourned the meeting at 11:32 a.m.