

SFEP

SAN FRANCISCO

**ESTUARY**
PARTNERSHIP

MEMO

DATE: August 16, 2017

TO: **Implementation Committee Members**

FROM: Caitlin Sweeney, SFEP Director

RE: Agenda Item #8 - Draft Bylaws

The Implementation Committee is currently governed by a memo on Member Selection Process and Expectations (developed and approved in 2011), and set of Operating Procedures (last revised and approved in 2011).

With the adoption of the 2016 Estuary Blueprint, the convening of an Ad Hoc IC Member Nominating Committee, and the addition of eleven new IC members, it is an appropriate time to review and revise the IC's procedures.

Attached are Draft Bylaws for discussion at the August 23 IC meeting, with the current Selection Process and Expectations Memo and Operating Procedures also attached for reference.

The Draft Bylaws were developed to meet the following main objectives:

- Condense where possible, and refine and clarify where needed
- Encourage and sustain engaged IC membership
- Reflect the following guiding principles recommended by the Ad Hoc IC Member Nominating Committee approved by the IC:
 - IC members should represent entities rather than individuals
 - Entities should reflect a range of categories of Estuary Blueprint implementers, partners, and supporters
 - Each IC member entity should designate a primary and alternate representative

Please review the draft bylaws and come ready for a discussion at the August 23rd meeting. I will revise the draft bylaws based on the discussion and bring a revised version to the November 2017 meeting for a vote.

DRAFT 8/16/17**Bylaws****San Francisco Estuary Partnership Implementation Committee****I. Committee Operation**

- A. Meetings will be held quarterly on a Wednesday in March, May, August, November, from 9:30 am to 12:30 pm, unless otherwise specified. Proposed meeting dates for the following year are provided to members at the August meeting of each year and finalized by the November meeting.
- B. SFEP staff in consultation with the committee Chair and Vice Chair will develop an agenda for each meeting.
- C. Agenda and meeting materials will be emailed to members and posted on SFEP's website at least one week prior to the meeting date.
- D. A written summary of each meeting will be prepared by SFEP staff, approved at the following committee meeting, and posted on the SFEP website.

II. Meeting Structure/Ground Rules

- A. Meetings will be run by the Chairperson. At times when a dispute surfaces and/or a formal vote is necessary, the Chair has the responsibility to ensure that the interaction remains orderly.
- B. Should a formal process be needed, the Chair shall run the meeting according to Robert's Rules of Order. (At the same time, as stated in the Rules there should always be flexibility as to the strictness of application of the rules - dependent on the particular situation and the members' knowledge of parliamentary procedure).
- C. Both members and non-members may speak at committee meetings after being recognized by the Chair. Members should be recognized first.
- D. The committee shall strive for a constructive, collaborative process, with active participation of all members and will conduct meetings according to the following ground rules:
 - All committee members take responsibility for the overall conduct and outcome of each meeting
 - Speak one at a time
 - Every perspective deserves to be heard

- Be honest and respectful
- Take sidebar conversations out of the room
- Do not repeat points
- Step up, step back (speak up to make your point, but make sure to not dominate the conversation)
- Have fun

III. Voting Procedures

- A. There are no quorum rules. Decisions are made by member representatives that are present at the meetings.
- B. Substantive items that are raised should be agendaized for future meetings.
- C. Motions may be made by any voting member of the committee. All motions must be seconded by a voting member of the committee.
- D. Procedural motions may be made and a vote taken at the same meeting. Motions for other than procedural issues may be made; however, only a non-binding intent vote can be taken at the meeting during which a non-procedural motion was first made.
- E. The Committee shall strive for a participatory or consensus process in discussing issues and arriving at a decision. Consensus is defined as general agreement of all members of the consensus group. Specifically, it is all members of the group being at level four or above on the following consensus scale:
 1. I can say an unqualified “yes” to the decision. I am satisfied that the decision is an expression of the wisdom of the group.
 2. I find the decision perfectly acceptable.
 3. I can live with the decision; I’m not especially enthusiastic about it.
 4. I do not fully agree with the decision and need to register my view about it. However, I do not choose to block the decision. I am willing to support the decision because I trust the wisdom of the group.
 5. I do not agree with the decision and feel the need to stand in the way of the decision being accepted.
 6. I feel that we have no clear sense of unity in the group. We need to do more work before consensus can be reached.
- F. Failing consensus, a vote shall be taken, with a simple majority (51%) of those present needed for a motion to pass. Each member gets one vote.

- G. When a vote is taken, only the decision will be recorded. The actual vote count will only be used when the decision is close.
- H. The Committee may take formal action between meetings if necessary due to timing constraints, such as sending a comment letter by a deadline. In these instances, Committee members may be asked by the Chair to vote via email. In these instances, unanimous consent (meaning no objections raised) is necessary for approval.

III. Membership

- A. Maintaining an effective and vibrant Committee depends in part on the active participation and commitment of the members. Committee positions need to be filled by people with the time commitment to make the four quarterly meetings and to contribute ideas and energy to the Committee.
- B. Members whose representatives do not participate in meetings will be asked to either designate replacement representatives or to step down from the Committee. Two missed meetings within a 12 month period will result in a warning, and three missed meetings in a 12 month period will require a replacement or resignation.
- C. Members represent organizations, not individuals. Each member should designate a primary and an alternate representative. If a primary or alternate representative of a Committee member vacates their position as a primary or alternate, the Director of SFEP will work with the member to identify a replacement representative.
- D. Changes to Committee membership (removing or adding member entities) must be approved by the Implementation Committee and the Executive Council. The Committee may convene an ad hoc member subcommittee to review Committee membership and recommend revisions to the full Committee.
- E. The Chair and Vice Chair will serve a two-year term, beginning in even-numbered years. The current Chair will solicit nominations for members who wish to serve as the upcoming Chair or Vice Chair, convening an ad hoc nominating committee if necessary to create a nomination slate. The slate will be sent to IC members in advance of the first meeting in an election year. The Committee will select these positions at the first meeting of each even-numbered year. The newly elected Chair and Vice Chair will assume their roles at the second meeting of even-numbered years. Because the San Francisco Bay Regional Water Quality Control Board (Regional Board) is a lead agency implementing the CCMP, at least one of the Chair and Vice Chair shall be a member of the Regional Water Board.

- F. Committee members express only their own viewpoints to the media. Committee members agree not to characterize the viewpoints of other committee members when contacted by media representatives about business related to SFEP, nor to use the media as means to unilaterally influence any process related to SFEP.

To: SFEP Implementation Committee (IC)

From: Judy Kelly, Director, SFEP
Thomas Mumley, Chair IC

Date: May 11, 2011

Re: IC Member Selection Process and Expectations

The Strategic Plan's Goal 2, Objective 8 calls for better efficiency and clarification for Implementation Committee (IC) decision-making. To that end, we've drafted for IC consideration this two-part memo, which includes:

1. A suggested process for Implementation Committee recruitment and appointment
2. Desired characteristics of Implementation Committee members

Finally, a set of proposed revisions to the Implementation Committee *Operating Procedures* are included in the May 25th Agenda packet. Action on this agenda item will be scheduled for the August meeting.

1. Recruitment and Appointment Process

Maintaining an effective and vibrant IC depends in part on the active participation and commitment of the members. IC positions need to be filled by people with the time commitment to make the four quarterly meetings and to contribute ideas and energy to the Committee.

The Executive Director will report to the IC once a year on the status of IC membership and recommend actions to keep a full complement of members using the process outlined below:

1. Preceding the nomination process for a vacant IC position, the SFEP Director should have a written resignation letter or email that may include a recommendation for a replacement candidate.
2. Candidate names and contact information may be forwarded to the Director from various sources (existing IC members, staff, stakeholders). Information about a candidate should confirm the desire to serve on the Implementation Committee and include what background would make the candidate a good addition to the IC.
3. After review, the Director will contact candidate and determine readiness to serve on SFEP's Implementation Committee. The Director will discuss with the candidate their motivation for being on the IC, contributions s/he intends to make, and how service on the Implementation Committee of SFEP could benefit their home organization.
4. The Director will present a list of candidates to the full Implementation Committee for discussion and recommendation for appointment. Under the terms of the State of California CCMP approval letter (1993) the Executive Council must appoint the IC membership; new IC members will serve pending EC approval as the EC meets only infrequently.

2. Desired Characteristics of Implementation Committee Members¹

The Management Committees of all 28 of the National Estuary Programs have two essential purposes: **guidance** and **support**. Ideally, these committees represent a mix of people with skills in either or both of these broad categories.

Under “**guidance**,” SFEP Implementation Committee members are charged with representing their home entity (i.e. agency or NGO)’s interests in the actions of the SFEP. This includes ensuring home entity support for the goals and objectives of the CCMP; ensuring SFEP staff awareness about home entity management needs and priorities; and advice and guidance regarding the SFEP workplan, mission, and purpose.

Under “**support**,” the Implementation Committee is charged with representing SFEP’s interest in the community, which may include generating resources to fulfill its mission and strategic plan, assisting with public relations, and enhancing the SFEP’s reputation and credibility.

As a result, there are some “must-have” characteristics of Implementation Committee members:

- ✓ A commitment to the work of the SFEP, with the understanding that this is a commitment of time and energy
- ✓ A willingness to represent the SFEP to the public and to speak in support of the CCMP
- ✓ Authority to speak on behalf of the home entity and a commitment to participate in meetings, events, and other IC-related activities
- ✓ Common sense and the ability to exercise good judgment
- ✓ Contribute to IC diversity to balance the Committee in terms of perspectives and focus
- ✓ Support projects within home entity programs which implement the CCMP

The IC needs to represent specific constituencies (i.e. state and federal implementation agencies). The IC should also have members whose skill sets can advance the Partnership’s work, and who can expand the Committee’s effectiveness within their own constituencies or communities. This is particularly important in light of the apparent need of local government agencies to do more with less; to evaluate risks of proposed action or inaction to the communities they serve in light of climate change, environmental regulations, and conflicting resource management goals; and to effectively convey complex information to constituents, watershed stewards, or community groups.

Examples of these desired skill sets might include:

- ✓ Demonstrated effectiveness in a leadership position as decision-maker in a public agency or private institution with the ability to advance SFEP’s mission
- ✓ Active in an applicable scientific field and able to connect science with environmental management and policy concerns
- ✓ Experience in water rights and public law
- ✓ Experience in urban planning, design, and redevelopment
- ✓ Experience in estuarine environmental restoration work

¹ Parts of this section are based on “The Best of The Board Café” publication by CompassPoint Nonprofit Services (Masaoka, 2003)

**San Francisco Estuary Partnership
Implementation Committee (IC) Operating Procedures**

Management Committee Operating Procedures

Adopted July 9, 1987

Revised July 13, 1990

IC Operating Procedures

Adopted February 4, 1994 - Management Committee Procedures

Revised November 3, 2006 - IC revised Operating Procedures to include Procedures for Voting and Reaching Consensus.

Revised August 24, 2011 to include sections from Rotating Chair and Vice-Chair through Meeting Ground Rules.

Structure of Meeting: In general, the committee shall strive for a participatory or consensus process in discussing issues and arriving at a decision. Meetings will be run by the Chairperson, and these operating procedures and general rules of professional courtesy apply. At times when a dispute surfaces and/or a formal vote is necessary, the Chair has the responsibility to ensure that the interaction remains orderly. Should a formal process be needed, the Chair shall run the meeting according to Robert's Rules of Order. (At the same time, as stated in the Rules there should always be flexibility as to the strictness of application of the rules - dependent on the particular situation and the members' knowledge of parliamentary procedure.) Substantive items that are raised should be agendaized for future meetings.

Recognition of Members During a Debate: Both members and non-members may speak at committee meetings after being recognized by the Chair. Members should be recognized first.

Motions: Motions may be made by any voting member of the committee. All motions must be seconded by a voting member of the committee.

Procedural motions may be made and a vote taken at the same meeting. Motions for other than procedural issues may be made; however, only a {non-binding intent} vote can be taken at the meeting during which a non-procedural motion was first made.

Quorum: There are no quorum rules; this means decisions are made by members/alternates that are present at the meetings.

Procedures for Voting and Reaching Consensus: As noted above, "the IC shall strive for a participatory or consensus process in discussing issues and arriving at a decision." Consensus is defined as general agreement of all members of the consensus group. Specifically, it is all members of the group being at level four or above on the following consensus scale.

1. I can say an unqualified 'yes' to the decision. I am satisfied that the decision is an expression of the wisdom of the group.
2. I find the decision perfectly acceptable.
3. I can live with the decision; I'm not especially enthusiastic about it.
4. I do not fully agree with the decision and need to register my view about it. However, I do not choose to block the decision. I am willing to support the decision because I trust the wisdom of the group.
5. I do not agree with the decision and feel the need to stand in the way of the decision being accepted.

6. I feel that we have no clear sense of unity in the group. We need to do more work before consensus can be reached.

Failing consensus, a vote shall be taken, with a simple majority (51%) needed for a motion to pass.

Rotating Chair and Vice Chair: The Chair and Vice Chair will serve a two-year term, beginning in even-numbered years. The current Chair will solicit nominations for IC members who wish to serve as the upcoming Chair or Vice Chair, convening an ad hoc nominating committee if necessary to create a nomination slate. The slate will be sent to IC members in advance of the first meeting in an election year. The IC will select these positions at the first meeting of each even-numbered year. The newly elected Chair and Vice Chair will assume their roles at the second meeting of even-numbered years.

Because the Regional Water Board is the lead agency implementing the CCMP, at least one of the Chair and Vice Chair shall be a member of the Regional Water Board.

Facilitation: A facilitator may assist the Chair of the Implementation Committee to ensure smooth and effective IC meetings.

Attendance: Participants agree to make a good faith effort to participate in all scheduled meetings and activities. When it becomes necessary to replace individuals who miss meetings on a regular basis, the Director, working with the Chair and consulting with IC members, will recommend changes to the IC membership to the Executive Council for final approval. (*See process expressed in May 11, 2011 memorandum from Director and Chair to the IC.*)

Agendas: Agendas will be developed by staff with assistance from the Steering Committee and/or the facilitator as needed. Draft agendas will be prepared and distributed at least one week before each meeting.

Meeting Summaries: A written summary of each IC meeting will be prepared by SFEP staff, approved at the following meeting of the IC, and posted on the project website.

Meeting Schedules: Meeting schedules for Implementation Committee meetings will be set by the members with input from the SFEP staff.

Open Dialogue: Implementation Committee members are asked to assist in creating and maintaining an atmosphere where everyone feels free to express their views, and where ideas or comments will not be taken out of the context in which they were expressed.

Statements to the Media: IC members express only their own viewpoints to the media. Implementation Committee members agree not to characterize the viewpoints of other IC members when contacted by media representatives about business related to SFEP, nor to use the media as means to unilaterally influence any process related to SFEP.

Meeting Ground Rules: The Implementation Committee will conduct meetings according to the following ground rules:

- All IC members take responsibility for the overall conduct and outcome of each meeting.
- Members agree to speak one at a time.
- If members need to engage in side conversations, they will step outside the room.
- Cell phones and other PDAs will be turned off during the meetings.

- All ensure that the principles of collaboration and meeting ground rules are observed.
- Participants are free to question, in good faith, actions of others that may come within the scope of these ground rules.