

# STRUCTURE AND OPERATIONAL PROCEDURES OF THE MASSACHUSETTS BAYS NATIONAL ESTUARY PARTNERSHIP MANAGEMENT COMMITTEE



*Figure ES5. MassBays' organizational structure.*

## I. MASSACHUSETTS BAYS PROGRAM MISSION STATEMENT

The mission of the Massachusetts Bays National Estuary Partnership is to empower coastal communities to protect, restore, and enhance their coastal habitats. To fulfill this mission, MassBays engages local, state, and federal entities to advance the use of scientific information and provide technical support for decision making.

MassBays is guided by its Comprehensive Conservation and Management Plan (CCMP), which expresses region-wide, shared goals and priorities for maintaining and improving the health of the Ipswich Bay, Massachusetts Bay, and Cape Cod Bay, and outlines key elements of our holistic approach to achieving those goals.

## II. MANAGEMENT COMMITTEE

As described in greater detail below, the Management Committee informs the development and implementation of the Partnership's goals and visions, workplans, budgets, policies, and procedures.

Each Management Committee member is expected to bring the expertise of their organization and/or interest to the task of implementing the CCMP. Coordination among

members and the formation of partnerships to support efficient and effective implementation of the CCMP will ensure that the work of MassBays addresses estuarine issues on a broad, cross-jurisdictional scale.

The specific functions of Management Committee members are as follows:

- Attend and participate in Management Committee meetings; members who are not able to attend a meeting will notify the Chair and Director in advance, and will make every effort to send an alternate representative to the meeting. Alternates will not be considered voting Management Committee members.
- Serve as advocates for MassBays within their organizations and with the public.
- Serve on relevant standing subcommittees and *ad hoc* subcommittees.
- Serve as liaisons between the organizations they represent and the Management Committee.
- Work to integrate various viewpoints and interests—including those of underserved and environmental justice communities—into the CCMP planning and priority-setting, evaluation, and implementation processes.
- Bring knowledge about the estuarine and coastal processes and the practicality of action items to Management Committee discussions.
- Stay current with MassBays activities and be willing to work on specific programs.
- Help to identify and secure financial resources for implementation of the CCMP.

#### A. Roles and Responsibilities

##### i. Full Management Committee

The MassBays Management Committee oversees the management of MassBays with specific responsibilities to:

- Establish and approve direction and priorities for MassBays, including priorities for CCMP implementation.
- Nominate and elect a Chair and Vice Chair.
- Review, comment on, and approve relevant plans such as the annual Work Plan, CCMP, and other required planning and reporting documents.
- Approve the annual budget and authorize reallocations greater than 10% of the annual total (this figure does not include matching funds).
- Review any annual financial reports prepared by the Director, including income and expenditures related to meeting CCMP goals and implementing strategies and actions in workplans.
- Evaluate the progress and effectiveness of CCMP implementation, especially via updates on progress under the annual Work Plan(s).
- Review and revision or update the CCMP every five to ten years, in accordance with EPA Guidance.
- Support CCMP implementation by:
  - Helping to secure funding and other resources to implement the CCMP.
  - Ensuring public involvement in CCMP development and implementation.
  - Providing ongoing direction to the Director, including input to the host agency on the Director's annual performance review.

- Participating in the periodic Program Evaluation conducted by the Environmental Protection Agency (EPA).
- Annually evaluating the MassBays' administrative structure and relationship with the host agency.
- Consulting with the host agency regarding key MassBays core staffing decisions.
- Serving as a vehicle for managing challenges and conflicts facing the MassBays Program.

#### ii. Officers

The Management Committee is led by a Chair and a Vice Chair elected by the full Management Committee. The Chair develops Management Committee meeting agendas with the Director, leads the meetings, consults as needed with the Director on issues between meetings, represents the program at public events as appropriate, and otherwise serves to facilitate the activities of the Management Committee. The Vice Chair will support the Chair and serve in place of the Chair as needed.

### B. Composition

The Management Committee is composed of no fewer than 15 and no more than 40 representatives of non-governmental organizations, federal, state, regional and local government agencies, business, industry, and research institutions. In collaboration with the Director, the Nominating and Governance Committee will ensure that the Management Committee represents a broad range of interests and concerns from key sectors and interest groups interested in/impacted by the health and well-being of MassBays and its communities.

The following entities are encouraged to have representation on the Management Committee. Holders of at-large and standing seats shall have equal privileges and responsibilities. If a member entity, current with the fiscal year, either holds or intends to apply for one or more subawards from MassBays, representatives of those entities shall not vote on any decisions related to the MassBays budget or subawards but are able to participate in conversations about the matter being voted on [see Section V(c)]. The maximum number of designee seats on the Management Committee is indicated in parentheses.

#### At-large Seats

- State-wide nonprofit environmental organizations (three seats)
- Sub-regional nonprofit environmental organizations (seven seats)
- Business community (three seats)
- Research and/or academic institutions (three seats)
- Community representatives (five seats)

#### Standing Seats

- Host institution for the MassBays Partnership (if not listed below) (one seat)
- Host institutions for each Regional Service Provider (one seat per region)
- Merrimack Valley Planning Commission (one seat)

- Metropolitan Area Planning Council (one seat)
- Old Colony Planning Council (one seat)
- Cape Cod Commission (one seat)
- Massachusetts Executive Office of Energy and Environmental Affairs (one seat)
- Massachusetts Office of Coastal Zone Management (one seat)
- Massachusetts Department of Environmental Protection (one seat)
- Massachusetts Department of Fish and Game (one seat)
- Massachusetts Division of Marine Fisheries (one seat)
- Massachusetts Department of Conservation and Recreation (one seat)
- Massachusetts Department of Transportation (one seat)
- Massachusetts Water Resources Authority (one seat)
- U.S. Environmental Protection Agency Region 1 (one seat)
- Natural Resource Conservation Service (one seat)
- U.S. Fish and Wildlife Service (one seat)
- National Oceanic and Atmospheric Administration (one seat)
- U.S. Army Corps of Engineers (one seat)

#### Non-Member Participants

Regional Coordinators will attend the Management Committee meetings and may serve on standing and ad hoc committees. They are encouraged to participate fully in Management Committee discussions but cannot vote.

### C. Terms and Appointments

- i. Terms for Management Committee Members: With the exception of seats held by EPA Region 1 and the host institution, members of the Management Committee serve three-year terms, with no limit on reappointments. Terms begin July 1. One third of all Management Committee members' terms will expire each year, requiring re-appointments or new appointments. Seats held by EPA Region 1 and the host institution have no expiration date.
- ii. Terms for Officers: The Chair and Vice Chair will be elected for two-year terms. The Chair shall not serve more than two consecutive terms. Upon conclusion of the Chair's term(s), the Vice Chair will assume the role of Chair.
- iii. Member Nominations: Central staff will track terms and notify the Nominating and Governance Committee as terms approach expiration. The Nominating and Governance Committee will recommend (re)appointments to the full Management Committee for approval.

### III. STANDING SUBCOMMITTEES

Standing subcommittees shall be composed of Management Committee members, however, standing subcommittee chairs may invite outside parties to participate in meetings and deliberations on an as-needed basis. These outside parties must be approved by the Director, the Chair, and the Vice Chair. They do not require a vote of the Management Committee.

## A. Executive Committee

### i. Roles and Responsibilities

The Executive Committee will work between Management Committee meetings to address issues that require immediate action. The Executive Committee will consult with the Director on urgent or timely issues needing Management Committee input or approval and determine whether a poll of Management Committee members is needed. The Management Committee Chair will convene meetings of the Executive Committee as necessary.

The Executive Committee has the authority to:

- Review and approve time-sensitive or out-of-cycle recommendations from staff including budget reallocation of up to 10% of the MassBays total award.
- Set the agenda for full Management Committee meetings in cooperation with the Director and MassBays Staff.
- Serve any additional functions as authorized by the Management Committee.

### ii. Composition

The Executive Committee will be composed of at least the Chair, the Vice Chair, the EPA representative, the Host Institution Representative or a designee, and may also include standing committee chairs and two at-large members. The Committee will be staffed by the Director.

### iii. Terms and Appointments

The Chair and Vice Chair will recommend the at-large member(s) to the Management Committee for appointment to two-year terms, which will begin on July 1 of each year.

## B. Nominating and Governance Sub-Committee:

### i. Roles and Responsibilities

Working with MassBays staff, the Nominating and Governance Committee has the responsibility to:

- Recruit and nominate candidates for Management Committee membership and officer slots.
- Ensure that a range of interests is represented.
- Ensure that the standing seats are appropriately assigned.
- Address attendance/participation issues so that the Management Committee and its subcommittees have robust and effective memberships.
- Keep an official record of Management Committee members and their terms, renewing terms and/or addressing vacancies as terms expire or Management Committee members vacate their positions.
- Ensure that all Management Committee members, prior to or during the first Committee meeting of their term, sign a Conflict of Interest statement. Work with MassBays staff to ensure that recruitment and orientation materials are available and circulated to potential members so that they have a solid

understanding of MassBays, the Management Committee, and their respective roles.

- Monitor the work of the Management Committee to ensure that it complies with these Operating Procedures.
- Recommend Operating Procedure revisions to the Management Committee, where and when appropriate.

#### ii. Composition

The Nominating and Governance Committee will be composed of the Chair or Vice Chair of the Management Committee, and four at-large members and/or standing members, and will be staffed by the Director.

#### iii. Terms and Appointments

The Chair or Vice Chair will recommend the at-large member(s) to the Management Committee for appointment to two-year terms, which will begin on July 1 of each year. Terms may run consecutively.

### C. Science and Technical Advisory Sub-Committee (STAC):

The Science and Technical Advisory Committee (STAC) includes regional scientific and technical professionals involved in estuarine- and coastal-related research and management. The STAC reviews and provides guidance on technical and scientific issues related to MassBays projects or other initiatives that may have relevance to the MassBays mission. The STAC works to attain a high level of technical expertise and relevance to the CCMP. The STAC responds to other Management Committee technical and scientific information needs. The STAC will meet at least twice per year or at the request of the MassBays senior scientist and report on deliberations to the Management Committee.

The STAC maintains its own SOPs which are updated every 5 years and endorsed by the Management Committee

### D. Finance Committee

#### i. Roles and Responsibilities

The Finance Committee assists in the development and review of the MassBays Finance Plan. The Finance Committee will meet at least once a year and report deliberations to the Management Committee.

#### ii. Composition

The Finance Committee will be composed of a Chair and a minimum of two at-large and/or standing members. It will be staffed by the MassBays Director.

### iii. Terms and Appointments

The Chair will be appointed by the Management Committee Chair and confirmed (by simple majority) by the Management Committee. The MassBays Director will maintain a membership list to be reviewed on an annual basis. The Chair will recommend the at-large member(s) to the Management Committee for appointment to two-year terms, which will begin on July 1 of each year.

## E. Communications Committee

### i. Roles and Responsibilities

The Communications Committee assists in the development, review, and implementation of the MassBays Communications Plan. The Committee will meet at least once a year and report deliberations to the Management Committee.

### ii. Composition

The Communications Committee will be composed of a Chair and a minimum of two at-large and/or standing members. It will be staffed by the MassBays Director or Communications Coordinator.

### iii. Terms and Appointments

The Chair will be appointed by the Management Committee Chair and confirmed (by simple majority) by the Management Committee. The MassBays Director will maintain a membership list to be reviewed on an annual basis. The Chair will recommend the at-large member(s) to the Management Committee for appointment to two-year terms, which will begin on July 1 of each year.

## F. Annual Review Committee

### i. Roles and Responsibilities

The Annual Review Committee will convene to review the program's performance, accomplishments, and challenges as well as its goals and needs for the following year. Discussion of these elements will be provided in self-evaluation forms completed by the Director and the host-institution. The meeting will be convened each winter by the Director leading into the annual workplan development.

### ii. Composition

The Annual Review Committee will be composed of the Management Committee Chair, a representative from the MassBays host-institution, an EPA representative, and the MassBays Director

iii. Terms and Appointments

The Management Committee Chair's term expires at the end of their term as Chair. The other positions do not expire.

IV. AD HOC SUBCOMMITTEES

The Management Committee shall have the authority to establish additional ad-hoc subcommittees to carry out the objectives of the MassBays Partnership. Ad hoc subcommittees may be composed of and chaired by both Management Committee members and other individuals who have relevant expertise, organizational, and/or community affiliations. All ad hoc subcommittees shall develop Terms of Reference outlining the purpose and scope of work of the committee and report to the Director and Management Committee regularly. Each subcommittee and working group is responsible for selecting a Chair and/or Co-Chairs.

Examples include: Content-specific policy committees, education and outreach committee, federal funding committee, habitat target setting

V. OPERATING PROCEDURES OF THE MANAGEMENT COMMITTEE

- i. Meetings: The Management Committee will meet quarterly each year. The meetings are open to the public.
- ii. Meeting Agendas and Summaries: Staff will circulate a draft agenda approximately ten days prior to Management Committee meetings. Staff will draft written summaries of Management Committee meetings to the Management Committee for review and comment. These summaries will be revised as appropriate. If no significant issues arise as a result of this review, the Chair shall have the authority to declare the summary approved. If significant issues do arise, and cannot be resolved via e-mail, these issues will be addressed at the next Management Committee meeting.
- iii. Decision Making Process: The Management Committee will make decisions by consensus (*i.e.*, no one disagrees to the point of blocking the decision) when possible. The Management Committee will move to take a vote on an issue only after a thorough and good faith effort to reach consensus has been made consistent with the timeframe needed for the decision. Fiscal decisions related to MassBays subawards, including budget approval or allocations to grant programs, must be decided by voice vote of Committee members for whom there is no conflict of interest. Passage of any vote requires a simple majority of all Management Committee Members present.
- iv. Quorum: A simple majority of the membership shall constitute a quorum. Members shall be considered present at a meeting if they participate in an interactive way by phone, videoconference, or other technological means. Members may occasionally



specify a temporary designee to attend meetings in their absence. Alternates will not be considered voting Management Committee members.

- v. Conflicts of Interest: Management Committee members shall avoid conflicts of interest and comply with applicable state and federal laws or regulations. Each Management Committee member shall, prior to or during the first Committee meeting of their term, and yearly afterward, sign a Conflict of Interest statement affirming their adherence to the most current MassBays Conflict of Interest Policy.

## VI. AMENDMENTS & REVIEW

These Procedures may be amended, repealed, or altered in whole or in part by a two thirds majority vote of the Management Committee, provided that the text of the proposed amendments is given to all Members at least fourteen (14) days prior to the vote.

These Procedures should be reviewed every five years, coincident with Program Evaluation. The Review should be led by the Nominating and Governance Committee. They should present their review to the Management Committee for review and approval.