

**CBP Governance Document
Summary of Issues and Resolutions
4-7-15**

In July 2014, the PSC approved an interim version of the CBP Partnership's Governance Document, agreeing that this is a living document that will be continually updated and adapted over time. Since the time that this document was approved as an interim final version, GIT 6 has collected suggested revisions and changes from various partners and addressed these issues in a red line version of the document and in this accompanying table. This table outlines the Partnership's suggested revisions, the changes that GIT 6 made within the document in response, and options and recommendations for several issues that could not be resolved within GIT 6.

Requested Decision:

- Management Board approve the changes that were made to the document.
- Management Board select a GIT 6 option for changes where necessary.

Major Updates/Changes to Review and Approve: ****NOTE: Yellow highlighting indicates that this issue is impacted by another decision. ****

#	Issue	Location	Resolution
1	Add specifics on general decision making within the program in order to address consensus-based decision making.	p. 4, " CBP Vision and Principles"	Options for Better Defining Decision-Making Processes (p. 4): Option 1: Hotlink "consensus" throughout the document to the decision-making process section on p. 18. Option 2: Create a definitions page and include definitions for consensus, unanimous, authoritarian, and any other type of decision-making. GIT 6 recommends Option 1 because the principles of the Agreement cannot be changed, but we can better define consensus by linking it throughout the document.

2	What is the process for selecting the EC Chair outside of the annual meeting?	p. 6, "EC Leadership and Membership"	<p>P. 6 states, "Leadership of the EC is rotated among the full members on a mutually agreed basis determined at each annual meeting;" however, there is a need to formalize this process outside of the annual meeting.</p> <p>Options for a Formal Process for Selecting the EC Chair Outside of the Annual Meeting (p. 6):</p> <p>Option 1: PSC members will act as a proxy for their EC member by soliciting their input, and a decision will be made at the next PSC meeting. The decision will be memorialized in writing and signed by signatory representatives on the PSC.</p> <p>Option 2: PSC makes decision without specific consultation of EC members.</p> <p>Option 3: A letter stating the change in chairmanship will be written by the current EC chair and signed by all EC members or a conference call for all EC members will be held to make the decision on a change in chairmanship.</p> <p>GIT 6 recommends Option 1 because all other EC decisions outside of the annual meeting are made by the PSC. It is the mission of the principals' staff to act on behalf of their EC members. This option would keep the decision at the EC level on an expedited timeframe.</p>
3	Need to make provisions for when EC business must be conducted between annual meetings.	p. 7, "EC Operations, Business Between Annual Meetings"	<p>A provision was added to the "EC Operations" section on p. 7: "In the event that business must be conducted between annual EC meetings, each members' principals' staff will act on their behalf at the PSC level. If a meeting of the EC is required, a special meeting may be called by the Chair or by a majority of the members of the EC. The purpose of the meeting will be stated in the call for the meeting and will be scheduled in consultation with all EC members. Public notice of all meetings will be made as soon as possible after logistics are confirmed."</p>
4	PSC meeting planning must be clearly defined.	p. 9, "PSC Operations, Protocol for Planning Meetings"	<p>A provision has been added to "PSC Operations" on p. 9:</p> <p><i>"Protocol for planning PSC meetings:</i> PSC meeting dates are determined through a poll of the PSC members. All members are polled, including non-voting members (i.e., Advisory Committee Chairs). Key staff and administrative assistants are included on the poll; interested parties are not included. The PSC strives for transparency with all correspondence; however, it is necessary for meeting date polls to include only PSC members and key staff. A meeting date is established based on broadest member representation and communicated to</p>

			<p>PSC members and interested parties via email. Meeting agenda and location are established as soon as possible, and no less than a week before the meeting. All meeting information is posted on the Partnership’s web calendar.”</p> <p>Options for Communicating the Protocol for Planning PSC Meetings (p. 9): Option 1: Include the protocol for planning PSC meetings in the Governance Document. Option 2: Do not include the protocol for planning PSC meetings in the Governance Document, but keep this protocol as a standard operation procedure of the PSC.</p> <p>GIT 6 recommends Option 1 to clearly articulate the protocol of PSC meeting planning to the Partnership and interested members of the public.</p>
5	Reinstate Advisory Committees’ participation in MB decision-making. <i>(from CAC letter to PSC on Dec. 10, 2014)</i>	p. 10, “MB Leadership and Membership”; p. 11, “MB Decision-Making”	<p>Advisory Committees and GIT Chairs will remain non-voting members of MB. The governance document currently states that, “non-voting members do not have a vote in supermajority votes; however, they do have a voice in discussions, a seat at the table, and the right to receive all communication and materials” (p.10).</p> <p>Options for Advisory Committee Participation in MB Decision-Making (p.11): Option 1: Change existing language to: “All members have a voice in discussions contributing to the development of consensus, a seat at the table, and the right to receive all communication and materials. In the event that consensus cannot be reached, the issue will be decided by supermajority vote of signatory members.” Option 2: Advisory Committees and GIT Chairs have the right to participate in MB votes at their discretion.</p> <p>GIT 6 recommends Option 1* to focus decision-making on the nine signatories who are accountable for achieving the Goals and Outcomes of the Watershed Agreement. Most MB decisions are reached through consensus, which Advisory Committee Chairs and GIT Chairs have a voice in developing.</p> <p>*The majority of GIT6 chooses Option 1. CAC and LGAC Coordinators dissent on behalf of their advisory committees.</p>

6	Add details on 2 year check in with GIT Chairs.	p. 13, "GIT Leadership and Membership"	<p>Options for Formalizing the 2 Year Check-in with GIT Chairs (p.13):</p> <p>Option 1: The GIT collectively discusses the renewal or change of their Chairmanship and Vice-Chairmanship every two years. The renewal of a Chair will have concurrence from both the GIT and the MB. Otherwise, the Vice-Chair assumes the role of Chair with concurrence from the GIT and MB, and the new Vice-Chair will be selected by GIT members. In the event that the Vice-Chair is not interested in assuming the role of Chair, the GIT will nominate a new Chair and gain concurrence from the MB.</p> <p>Option 2: After 2 years, the Vice Chair will automatically become the Chair and a new Vice Chair will be selected by GIT members with concurrence from the MB.</p> <p>GIT 6 recommends Option 1 to give GITs the flexibility as it relates to the chairmanship of their teams.*</p> <p>*A determination is needed as to whether the 2 year check in is on an anniversary or at a specified time on a 2 year rotation.</p>
7	Refine the circumstances under which supermajority votes take place. If a group cannot reach consensus, the PSC should resolve the decision through consensus. Super majority votes should only be used by the leadership of the Bay Program as a last resort. <i>(from CAC letter to PSC on Dec. 10, 2014)</i>	pp. 7, 8, 11, 14, "Decision-Making"	<p>Supermajority votes remain a function of the EC, PSC, and MB. GIT 6 has developed options for determining if GITs should have the ability to exercise a supermajority vote.</p> <p>Options for GIT/WG Supermajority Voting (p. 14):</p> <p>Option 1: No supermajority votes will take place below the MB level. If consensus cannot be reached through the consensus process outlined on p. 18 at the GIT or workgroup level, the issue will be elevated to the next highest decision-making body for a decision (i.e., issues at the workgroup level will be raised to the GIT level, issues at the GIT level will be raised to the MB).</p> <p>Option 2: No action. Stay with the original language of supermajority vote.</p> <p>Option 3: Develop consistent language that is used for EC, PSC, MB, and GITs. At the GIT/WG level, the GIT/WG will seek consensus, if consensus cannot be reached, the group is able to utilize a supermajority vote, and except for administrative issues the decision is elevated to the MB for ratification.</p> <p>Option 4: If consensus cannot be reached, the issue will be elevated directly to the PSC.</p>

			GIT 6 recommends Option 3.
8	The definition of supermajority is not consistent throughout the document.	pp. 7, 8, 11, 14, "Decision-Making"	<p>Throughout the document, a supermajority vote has been defined as seven out of nine yea votes among the signatories. Options for defining supermajority at the GIT level are outlined below.</p> <p>Definition of Supermajority among CBP Groups: EC - 7 out of 9 yea votes (p. 7) PSC - 7 out of 9 yea votes (p. 8) MB - 7 out of 9 yea votes, Advisory Committees and GIT Chairs are non-voting members but may participate as advisors (p. 11)</p> <p>GITs – Options for Supermajority Definition (p. 14) Option 1: Supermajority is defined as two-thirds of the entire GIT membership, Option 2: Supermajority is defined as 7 out of 9 signatory votes on the GIT/workgroup. Option 3: Supermajority is defined as up to 8 out of 11 signatory members plus the GIT Chairs and Vice Chairs in cases when they are not signatories. Option 4: GITs create their own definition of supermajority and seek approval from the MB.</p> <p>GIT 6 recommends Option 4.</p>
9	Needs more details on the membership process for GIT member and the role of members in regard to decision making.	p. 13, "GIT Roles and Responsibilities"	<p>Language was added to GIT roles and responsibilities to reflect the need for GIT membership to periodically change based on Partnership activities: "GITs will periodically review their membership to ensure diverse and adequate representation" was added. However, there is a need to formalize the process by which new participants become official GIT members.</p> <p>Options for Formal GIT New Member Process (p. 13): Option 1: The Chair and Vice Chair have the discretion to determine how and when interested parties may become formal GIT members. Option 2: Each GIT develops their own criteria for membership and protocol for formally adding new members.</p>

			GIT 6 recommends Option 2 to give GITs the flexibility to determine adequate membership representation while also ensuring that there is a protocol that can be referred to at any time. Further, we recommend adding specific criteria to be considered (i.e., signatory representation, size, geographic diversity, organizational diversity, attendance, expertise, and willingness to participate in activities related to implementation of management strategies).
10	Revise the decision making paragraph so that it refers to more than just management strategy related decisions. Make it more general to any decision a group would make.	p. 14, "GIT Decision-Making"	This paragraph was revised so as not to exclude any decisions that are made that aren't related to Management Strategies.
		pp. 17-18, "Process for Decision-Making"	The section for decision-making as it relates to the whole Partnership was retitled and rephrased to include decisions that aren't related to Management Strategies.
11	Linking the Governance Documents/Charters of other groups in the Bay Program inside of the CBP Governance Document (e.g., Advisory Committees, GITs, etc).	Several locations	Any group with a Governance Document/Charter will be asked to add that to the website so that it can be linked in the CBP Governance Document. After the Management Strategies are done, GIT 6 will request that coordinators and staffers review their GIT governance documents/charters to ensure that they are consistent with the CBP Governance Document before they are linked within the CBP Governance Document.

Maintenance Updates/Changes:

#	Issue	Location	Resolution
1	The statements about mandatory attendance and being expected to speak at the annual EC press conference are problematic for some jurisdictions.	p. 7, "EC Operations, Attendance at Annual Meetings"	Language changed to, "EC membership should be expected to attend the annual public meeting... [representatives are] invited to speak at the press conference."
2	NY suggests revising the sentence referring to state membership to the PSC. NYSDEC has a Commissioner, rather than a Secretary.	p. 8, "PSC Leadership and Membership"	Language changed to, "State membership to the PSC consists of a delegation that includes members at the Secretary or Commissioner level of major State departments."

3	Add details on protocol for MB responses to input from advisory committees.	p.10, "MB Roles and Responsibilities"	Bullet point added: "Responds to Advisory Committee comments and input on various partnership activity within 90 days, with an option for an additional 30 days at the request of the MB Chair."
4	Change the affiliation criteria for Comm WG Chair/Vice Chair so that it doesn't limit the chair/vice chair to be federal and state affiliated.	pp. 15-16, "Communications Workgroup Leadership and Membership"	The language was changed to be consistent with the criteria for GIT Chairs/Vice Chairs: "The workgroup is led by a Chair and a Vice Chair. Terms for each are two years, with the expectation that the Vice Chair will advance to the Chair position." The two sentences that required the Chair/Vice Chair to be federal and state are no longer in the Communications Workgroup charter.
5	The CBP Governance Document should be consistent with the Communications Workgroup style guide criteria.	Throughout document	GIT 6 staff will edit the document according to the Communications Workgroup style guide after the MB and PSC approve the major content changes.