

Best Practice: Governance Documents for Collaboratives

Summary

Two collaborative groups have clear governance documents that define group goals, process, expectations of members.

Keys to Success

Group agreements are written down and individual members are expected to follow them.

Setting Guidelines for Participation

When a group of people with conflicting interests come together to talk about common ground, building relationships can be a fragile process. One way groups navigate through tough discussions is to establish a clear governance structure and to follow a code of conduct about the responsibilities of participants in the group. Stating clear expectations of group members and observers is an important key to an open and accountable process.

Both the Northeast Washington Forestry Coalition (NEWFC) and the Tongass Futures Roundtable (Roundtable) require individuals interested in membership to acknowledge their agreement with governance documents.

NEWFC's guiding documents include bylaws and ground rules. While the bylaws address how the group will conduct business, the 22 ground rules spell out basic agreements for successful collaboration, problem solving, codes of conduct, and their commitment to the collaborative process.

The Roundtable has both a charter and a code of conduct. The charter describes goals and objectives, membership and committee structure, meetings protocol and how decisions will be made. The code of conduct articulates agreements among members about how they'll engage with each other and the outside world.

While document names may vary, the important thing is the purpose they serve. In general, make sure your group has written down your members' consensus on purpose, scope of work (which can include issues you won't address), the mechanics of how you'll conduct business and make decisions, and expectations regarding personal behavior.

Benefit

- Because group agreements are available to everyone, expectations are clear and group members can easily hold each other accountable.

Links

Northeastern Washington Forestry Coalition
www.newforestrycoalition.org

Bylaws of the Northeast Washington Forestry Coalition

Article I. Colville Community Forestry Coalition, Inc.

Section 1. The Colville Community Forestry Coalition, Inc. (hereafter Colville Coalition) is incorporated under the laws of Washington State as a non-profit corporation with the purpose of demonstrating the full potential of restoration forestry to enhance both forest health and community economic vitality.

Section 2. All the authority vested in the corporation under its Articles of Incorporation and laws of Washington State are vested in its governing body, the Board of Directors of the Colville Coalition (hereafter Board).

Article II. The Board

Section 1. The Board is a continuing body.

Section 2. The Board shall select its membership from those groups and individuals actively addressing environmental and economic issues in the State of Washington .

Section 3. Members shall be seated on the Board by the vote of a simple majority of the members present and voting at the meeting at which the question is brought. Written notice of a motion to admit a new member shall be given to the full membership of the Board fifteen (15) days prior to the Board meeting at which the question is to be voted on, unless such board members unanimously agree to waive such notice in writing.

Section 4. The term of membership on the Board is two (2) years from the date the member was first elected to the Board. If a member desires to continue as a member of the board upon completion of his or her term, the member shall file a notice of their intentions with the Secretary and the Secretary shall proceed according to the provisions of Article II, Section 3 of these Bylaws.

Section 5. A member may be removed from the Board for good cause, including lack of attendance at meetings. Notice of intent to remove a member and the reason why must be filed with the Secretary, the Secretary must seek a response from the member in question, and the Secretary shall circulate the notice, reason, and response if available to all members of the Board in writing fifteen (15) days prior to the meeting at which the question is to be voted on. A member may be removed by a vote of two-thirds (2/3) of those members present and voting.

Section 6. All matters relating to Board affairs and membership, including resignations, shall be referred to the Secretary, who is responsible for initiating appropriate action.

Section 7. Any vacancies occurring on the Board shall be filled according to the provisions of Article II, Section 3. Upon the event of a vacancy, the Secretary shall

immediately initiate the process of filling that vacancy. Toward this end, the Secretary may maintain a continuing list of persons and organizations interested in participating on the Board.

Article III. Board: Duties and Responsibilities

Section 1. The Board is fully responsible for the development and activities of the Colville Coalition, acting as a body and through its delegate Officers, the Executive Committee, and the Colville Coalition.

Section 2. The Board shall operate according to the Articles of Incorporation of the Colville Coalition, these Bylaws, and Robert's Rules of Order, Revised.

Section 3. The Board shall elect the President, Vice President, Secretary/Treasurer and Executive Committee at its annual meeting in the first quarter of each year. The standing Executive Committee shall nominate members of the Board for these positions, and give notice of their nominations ten (10) days prior to the annual meeting.

Section 4. The Board shall meet at least four (4) times a year to transact its business. A regular annual meeting and a schedule of board meetings shall be established and maintained by the Executive Committee of the Board. Notice of the annual meeting and the regular meetings mailed or emailed or faxed to the Board at least ten days before a Board meeting is due notice, unless such notice is waived by the board members in writing. Emergency meetings of the Board may be called by three (3) officers or the Executive Committee, provided a written notice of such a meeting is circulated to the Board five (5) days prior to the meeting, or if such notice is waived in writing.

Section 5. A quorum of the Board and Executive Committee is fifty percent (50%) of its members.

Section 6. In carrying out its responsibilities, the Board may:

- Adopt rules and policies governing its operations and that of the Colville Coalition
- Adopt work plans and programs for the Institute
- Select and contract with an Executive Director (a/k/a "Coordinator")
- Enter into agreements with other agencies or organizations
- Adopt a budget and authorize the expenditure of funds
- Adopt official policies or positions for the Colville Coalition
- Review the actions of the Executive Director (a/k/a "Coordinator", the Officers, or the Executive Committee
- Undertake any other action appropriate to the governing body of a non-profit corporation under the laws of Washington State and otherwise enumerated in these Bylaws

Section 7. The Executive Director (a/k/a “Coordinator”), Officers, (or) Executive Committee, or other committees shall have such powers or responsibilities as are specified in these Bylaws or as the Board grants and directs by resolution.

Section 8. The Board may establish committees consisting of board members or general members of the Colville Coalition in order to better carry out its purpose. The committees shall be appointed by the President. Committees operate according to Robert’s Rules of Order, Revised. The Committees are to carry out the responsibilities assigned to them by the Board or the Executive Committee.

Section 9. Each member of the Board shall have one vote. At all meetings of the Board, the Executive Committee, and all other committees except as otherwise expressly required by these Bylaws, all matters shall be decided by a good faith attempt at consensus, but failing to reach complete consensus a simple majority (50% plus 1) of those present and voting shall be determinative.

Section 10. Meetings of the Board, Executive Committee, and other committees may be conducted by conference telephone or similar device. All parties to such a meeting must be able to hear each other. Members are present when they acknowledge contact in the hearing of others.

In extraordinary circumstances, a single matter may be voted on through a direct poll. In such instances, all members must be given an equal opportunity to participate. No such poll will be valid if twenty percent or more of the members of the Board, Executive Committee or committee request that the matter be taken up in a meeting of the body.

Article IV. Officers

Section 1. The Officers of the Corporation are the President, Vice President, Secretary/Treasurer. The Officers are elected by the Board and serve at its pleasure.

Section 2. An Officer may be removed from office by a two-thirds (2/3) vote of the Board for cause. A motion to remove an officer must be filed with the President or Secretary/Treasurer. A copy of the motion must be circulated to the Officer so challenged and the Officer must be given an opportunity to respond. The motion to remove, along with the response of the Officer so challenged or an indication that the Officer chose not to respond, must be circulated to the entire Board fifteen (15) days prior to the meeting at which the motion is to be considered.

Section 3. Each Officer of the Corporation shall serve on the Executive Committee.

Section 4. The President shall act as chairperson of and spokesperson for the Board. The Vice President shall act as chairperson of the Executive Committee. The Board shall appoint all other committees and designate their chairperson.

Section 5. The President and Vice President shall act in each other's stead if one should not be available to perform its functions. The order of succession in case of a vacancy in the office of President is Vice President. Otherwise, the Executive Committee is to elect a member to fill a vacancy.

Section 6. The Secretary/Treasurer shall be responsible for the maintenance of the official records and correspondence of the Corporation, for the maintenance of the financial records of the Corporation, and for the appropriate disbursement of funds. The offices of Secretary and Treasurer may be combined into one person or may be filled by two separate persons.

Section 7. In addition to the powers and responsibilities enumerated above, each Officer shall undertake the duties and responsibilities appropriate to their office under the authority granted to a corporation by State law, these Bylaws, Robert's Rules of Order, Revised and the policy adopted by the Board.

Article V. Executive Committee

Section 1. The Executive Committee shall act for the Board in conducting the ordinary business of the Colville Coalition during the interim between meetings. All actions of the Executive Committee are subject to the review of the Board.

Section 2. The Executive Committee shall consist of the three (3) Officers and not more than four (4) members elected at large by the Board at its annual meeting. All rules and regulations applicable to the composition of the Board shall be deemed applicable to the Executive Committee as well.

Section 3. The Executive Committee will meet at least once every two (2) months at the call of the Vice President; or alternately, at the call of three (3) members of the Committee. Notice of a meeting must be given five (5) days prior to its being convened, unless such notice is waived in writing.

Section 4. The Executive Committee, or members thereof, shall represent the Colville Coalition in joint operating agreements. When acting in this capacity, the Committee or its members shall be deemed to have the same authority and responsibility as provided the Executive Director or President under these bylaws.

Article VI. Executive Director

Section 1. The Executive Director is responsible to the Board for the management of the Colville Coalition and its staff. An Executive Director may be hired by, and serve at the pleasure of, the Board of Directors. The Executive Director shall serve as the chief executive officer of the Corporation, exercise general and active management of the business of the Corporation, shall report to and advise the Board of Directors on all significant matters relating to the Corporation's business, and shall see that all orders and resolutions of the Board of Directors are carried into effect. The Executive Director

may be designated as the “Coordinator”, if the Board so chooses. Any reference to Executive Director, hereinafter, shall intend the designation adopted by the Board.

Section 2. The Executive Director shall be selected and directed according to the procedure established by the Board.

Section 3. The Executive Director is an ex-officio member of the Board and its committees.

Section 4. The Executive Director is responsible for the implementation of the annual work program and budget, the implementation of personnel policies, and all other policies adopted by the Board for the Colville Coalition. The Executive Director hires, directs and terminates staff and has all of the authority necessary to carry out the responsibilities of the position.

Section 5. The Executive Director may represent the Colville Coalition and enter into grants, contracts and agreements on its behalf consistent with the adopted work program and budget of the Colville Coalition and the provisions of Article VIII, Section 3. The Executive Director may not obligate the Colville Coalition by contract or any other instrument for payments beyond \$5,000 without the express consent of the Board or Executive Committee.

Section 6. The Executive Director may delegate the responsibilities and authority of the position to Colville Coalition staff, except the authority to bind or obligate the Institute through contract, agreement or any other instrument.

Article VII. Amendments

These Bylaws may be amended by two-thirds (2/3) of those present and voting at a meeting of the Board. The proposed amendment must be circulated to the Board in writing fifteen (15) days prior to the meeting at which it is to be considered, unless such notice is waived in writing.

Article VIII. Procedures and Operations

Section 1. All funds of the Corporation not otherwise employed shall be deposited in such banks, trust companies, or other reliable depositories as the Executive Director from time to time may determine.

All checks, drafts, endorsements, notes and evidence of indebtedness of the Corporation shall be signed by such officers or agents of the Corporation and in such manner as the Executive Director from time to time may determine. Endorsements for deposits to the credit of the Corporation shall be made in such manner as the Executive Director from time to time may determine.

Section 2. There shall be maintained at the principal office of the corporation all financial books and records of account, all minutes of the Board of Directors' meetings, membership meetings, and committee meetings of the Corporation, the list of members, and copies of all other material corporate records, books, documents and contracts. All such books, records, minutes, lists, documents, and contracts shall be made available for inspection at any reasonable time during usual business hours by any member of the Board of the Corporation, any member of the Corporation, or duly authorized representative thereof, for any lawful purpose. Upon leaving office, each officer or agent of the Corporation shall turn over to his or her successor, the President, or the Executive Director, in good order such corporate moneys, books, records, minutes, lists, documents, contracts, or other property of the Corporation as have been in the custody of such officer or agent during his or her term of office.

Section 3. No loans or advances shall be contracted on behalf of the Corporation, and no note or other evidence of indebtedness shall be issued in its name, unless and except as authorized by the Board of Directors. Any such authorization may include authorization to pledge, as security for loans or advances so authorized, any and all securities and other personal property at any time held by the Corporation.

Section 4. The Executive Director or any other officer specifically authorized by the Board of Directors may, in the name of and on behalf of the Corporation, enter into those contracts or execute and deliver those instruments to the extent authorized by the Board of Directors and these Bylaws. Without the authorization of the Board of Directors, no officer, staff or other agent of the Corporation may enter into any contract or execute and delivery any instrument in the name of or on behalf of the Corporation.

Section 5. No member, or officer of the Corporation shall be interested, directly or indirectly, in any contract relating to the operations conducted by it, nor in any contract for furnishing services or supplies to it, unless (a) such contract shall be authorized by an absolute majority of those present and voting at a meeting at which the presence of such officer or member is not necessary for such authorization, (b) the facts and nature of such interest shall have been fully disclosed or shown to the members of the Board present at the meeting at which such contract is so authorized, and (c) any interested member or officer has abstained from participating in discussions or votes related to such authorization, other than to disclose the facts and nature of such interest.

Section 6. Indemnification shall be as provided in the Articles of Incorporation.

Code of Conduct Tongass Futures Roundtable

This Code of Conduct is intended to set out our shared expectations of participation in the Roundtable in order to fulfill its purpose, goals and convening values.

A Roundtable member will:

- *Endeavor to attend all meetings of the roundtable.* Recognizing that there are inevitable conflicts in scheduling that may prevent full attendance, the member will seek to be informed of actions taken at meetings at which the member is absent.
- *Come prepared to all meetings.* The member will read materials submitted in advance of meetings and complete assignments given. We all value the importance of time well-spent in meetings.
- *Participate actively in meetings.* Only through constructive dialog among diverse stakeholders can we achieve our purpose.
- *Speak with candor.* We need to be forthright with each other, avoiding the creation of false expectations, even as we strive to find points of agreement.
- *Treat others with respect.* We each bring different perspectives to the Roundtable, perspectives that are often at odds with each other. No member and no viewpoint is less deserving than another to be heard.
- *Mentor new members and alternates.* It can be intimidating to join and actively participate in any established body. Help new participants understand the Roundtable, its protocols and its members. Encourage their active participation.
- *Support the outcomes of the Roundtable.* Each member will support the efforts of the Roundtable among colleagues and the public, even (especially) when it involves risk-taking beyond the comfort zone of one's core constituency.
- *Hold oneself and other members accountable to adherence to the purpose, convening values and goals of the Roundtable.*
- *The Roundtable's success depends on Trust. Members need to conduct themselves so as to foster that trust.* They should strive to alert one another in advance of actions they take outside the Roundtable that would significantly affect its deliberations, like introducing legislation or filing litigation on relevant subjects.
(added 12/4/07)

CHARTER

TONGASS FUTURES ROUNDTABLE

I. PURPOSE

The Tongass Futures Roundtable brings together a diverse group of stakeholders long involved in the Tongass to discuss how to incorporate our economic, cultural, and ecological values in public policy issues throughout the region. The Roundtable seeks to explore how a broad range of stakeholders can address these public policy issues and work together to achieve a long-term balance of healthy and diverse communities, vibrant economies, responsible use of resources -including timber, while maintaining the natural values and ecological integrity of the forest.

II. CONVENING VALUES

The Roundtable will include all of those who care for the Tongass by using open, inclusive, and transparent processes to reach out to all Tongass voices. The Roundtable will work to create a positive dialogue and find shared solutions to meet the Roundtable Purposes. Recognizing that the governance of the Roundtable will evolve over time, this charter is intended to guide it through its early existence. The Roundtable will review the charter at its first meeting annually.

III. GOALS

A. Bridge Timber. Support an agreement for bridge timber supply that allows a consensus stakeholder process to proceed. Bridge timber supply is required from now until the timber supply would come available under the plan revision (an estimated 24-36 months). In the interim, the Forest Service will continue the scheduled amendment process.

B. TLMP Amendment. Reach consensus on specific recommendations to the TLMP Amendment. The issues that these recommendations will address may include, but are not limited to, the following:

- Recommend a stabilized land base
 - Reach consensus on how to address ANCSA entitlements and other potential draws on Tongass National Forest lands
 - Reach consensus on which watersheds of the Tongass should be conserved
 - Reach consensus on which areas of the Tongass will allow timber harvest
- Recommend a long-term stable supply of timber
 - Assess feasibility of second growth timber
 - Recommend ways for Congress and the administration to incentivize a restoration economy

- Explore feasibility and methods to transition to second growth management over the next 10-40 years
- Forest Service commits to recognize the comments and recommendations of “Tongass Future” and meaningfully incorporate the recommendations in the decision-making process.

C. Quality of Life. Recommend how to protect our SE Alaskan quality of life through the responsible stewardship of cultural, economic and biological values.

- Identify ways to celebrate and enrich cultures, protect values, and strengthen opportunities for healthy communities and vibrant economies
- Achieve this goal by engagement that gives voice to and empowers all cultures and values.
- Achieve this goal by engagement that gives voice to and empowers local communities.

D. Sustainable Economy. Advocate for Southeast Alaska to have a robust, community-based diversified and sustainable economy.

- Look at systemic problems regionally and locally (energy, solid waste, regulatory problems)
- Find a project or issue to work together on and see it through, such as
 - Create a restoration project
 - Create a climate for entrepreneurs
 - Improve existing industry without impacting other users
 - Maximize value-added resource
 - Decrease reliance on government, increase private sector jobs
- Work toward a timber industry that has more continuity, sustainability and reliability

IV. MEMBERSHIP

A. General. Membership in the Roundtable is designed to be inclusive and representative of all those who care for the Tongass National Forest and Southeast Alaska communities. The Roundtable has sole authority to appoint its members. Membership in the Roundtable is limited to 35 members. The TFR will review its membership annually, or as necessary, to continue to assure broad representation.

B. Alternates. The Roundtable expects each member to fully and actively participate in all Roundtable meetings. However, each Roundtable member may designate a single alternate. An alternate may fully participate in the Roundtable, but only in the absence of

the member. The alternate shall have attended and observed at least one Roundtable meeting, and shall have agreed to assume the responsibilities of a Roundtable member, as set forth in Article VII below.

C. Withdrawal. The Roundtable may request the withdrawal of a member when that member or the alternate has failed to attend three consecutive meetings. In addition members may withdraw with notice to the Roundtable.

V. ORGANIZATION OF THE ROUNDTABLE

A. Roundtable. The policy making body of the Roundtable is its membership when assembled.

B. Administrative Committee. The Roundtable is assisted by an administrative committee (whose members are selected by the Roundtable) responsible for coordinating and promoting efficiency and effectiveness of the Roundtable, especially between meetings of the Roundtable. Thus, based upon general directions from the Roundtable, the administrative committee can plan agendas, communicate with the media and undertake other ministerial tasks, including processing membership applications, but may not make policy or substantive decisions. It may meet telephonically, through other electronic means or face-to-face.

C. Roundtable Staff. The Nature Conservancy (TNC) and the National Forest Foundation (NFF) serve as primary staff for the Roundtable.

D. Facilitator. The Roundtable may make use of a facilitator to assist in achieving an understanding of its common objectives and a consensus on any disagreements that preexist or emerge in Roundtable meetings so that it has a strong basis for future action.

E. Work Groups. The Roundtable may charter Work Groups to address specific issues and develop options for consideration by the Roundtable. A Work Group will be chaired by one or more Roundtable members selected by the Roundtable. Work Groups are open to any Roundtable member or member of the public. Work Groups are not authorized to make decisions for the Roundtable as a whole. All Roundtable members will be notified of all Work Group meetings by Work Group Chairs.

VI. ROUNDTABLE MEETINGS

A. Meeting Schedule. Meetings, whether in person or by electronic means, will be held regularly at the time and place determined by the Roundtable.

B. Action/Decision Log. At the end of each meeting, the next meeting's location, dates, and desired/invited guests will be reviewed. An Action/Decision Log will be developed and reviewed. Each meeting will begin with a review of the Action/Decision Log developed at the previous meeting.

C. Notice of Meetings. Reasonable notice will be given of the time and place of Roundtable meetings. As a general rule, Roundtable meetings and Work Group meetings will be open to the public. Invited individuals, including specialists, may participate in Roundtable or Work Group meetings as needed and appropriate.

D. Quorum. A quorum shall consist of 2/3 of the enrolled members. For purposes of this charter, “member” means an appointee to the Roundtable or the appointee’s designated alternate who may participate in all deliberations of the Roundtable, and may vote. If a quorum is not present at a Roundtable meeting, the members present may submit a matter to the full Roundtable for vote by electronic means.

E. Agenda. The Administrative Committee will seek to distribute a draft meeting agenda to the membership no later than one week in advance of the Roundtable. The Roundtable shall adopt an agenda for each meeting.

F. Rules of Order. The conduct of the meetings of the Roundtable shall be governed utilizing a facilitator until such time as the TFR determines otherwise.

G. Recess. A break for the purpose of consultation may be requested at any time by any Roundtable member. The person requesting the break will be asked for an estimate of the time needed for the consultation.

H. Meeting Materials. Roundtable staff shall distribute reference materials and other associated draft documents to each Roundtable member or their designated staff. Roundtable members, in turn, may distribute such materials to other interested parties at their discretion.

I. Media. All Roundtable meetings will be open to the news media. Roundtable members or participants who speak with the news media express their own views, but not the official Roundtable position unless authorized by the Roundtable. The facilitators and staff of the Roundtable may describe the group process and share materials with the media. Roundtable press releases or statements may be prepared for the media by the facilitator or staff at the direction of the Administrative Committee.

J. Public Participation in Meetings. Members of the public are encouraged to attend meetings of the Roundtable. The Roundtable gladly accepts written presentations and exhibits. Opportunity for oral comment will also be provided. Public comment must be germane to the subject matter under consideration by the Roundtable. The facilitator may set a time limit for public testimony, for individual speakers, or for the length of all public testimony and individual speakers, if it appears necessary strictly enforced.

K. Voting. The Roundtable will reach decision by consensus. However, approval for membership in the Roundtable shall be by 2/3 majority.

L. Reconsideration. Decisions reached by the Roundtable may be reconsidered upon notice by any member of the Roundtable. Reconsideration can be raised only at the

meeting immediately following the meeting at which the decision to be reconsidered was taken.

VII. RESPONSIBILITIES OF ROUNDTABLE MEMBERS

A. Good Faith. All members agree to act in a good faith effort to reach consensus in all aspects of the Roundtable's work by encouraging the free and open exchange of ideas, views, and information. All members accept that other participants bring with them the legitimate purposes and goals of their organizations. All parties recognize the legitimacy of the goals of others and assume that their own goals will also be respected. Personal attacks and prejudiced statements will not be tolerated.

B. Time. All members agree to give the Roundtable priority attention, staffing, and time.

C. Exchange of Information. The members of the Roundtable agree to exchange information in good faith. Members agree to provide information in advance of the meeting where such information will be necessary. All members agree not to divulge information shared by others in confidence outside of full Roundtable and Work Group meetings. (public and private statements are the same – good faith).

D. Compensation of Services. The Roundtable shall not be responsible for pay, allowance, or benefits for a member's service on the Roundtable.

E. Costs and Expenses. Members of the Roundtable are responsible for their travel and expenses, though in extraordinary cases these expenses may be reimbursed.

F. Code of Conduct. Members of the Roundtable are expected to abide by the Roundtable Code of Conduct.