

GOVERNANCE STRUCTURE

REGIONAL WILDLIFE SCIENCE ENTITY

VERSION: JULY 2021

This document articulates a governance structure for the RWSE as a collaborative entity among four sectors – federal agencies, state agencies, environmental non-governmental organizations, and offshore wind companies. The structure and processes described in this document are meant to provide consistency where possible across sectors while also allowing necessary flexibility in participation, engagement, and governance approaches for each sector. During the Pilot-Year (June 2021 - June 2022), elements of the structure and governance process may be refined by the Steering Committee as they are tested. This document and all of its sections will be reviewed and re-adopted annually by the Steering Committee.

Mission

To collaboratively and effectively conduct and coordinate relevant, credible, and efficient regional monitoring and research of wildlife and marine ecosystems that supports the advancement of environmentally responsible and cost-efficient offshore wind power development activities in U.S. Atlantic waters.

Scope

Geographic Area

The geographic scope includes waters along the Northeast and Southeast U.S. Continental Shelf in the areas where offshore wind development is being developed or is proposed. It is recognized that the concept could eventually be considered in the West Coast, Great Lakes, and/or U.S. territories after additional engagement with stakeholders in these regions and advancements in offshore wind activity.

Wildlife Definition

“Wildlife” includes marine mammals, sea turtles, protected fish species and corals, birds, and bats. Additionally, for the purposes of RWSE, wildlife are part of a complex ecosystem of various trophic levels including all fisheries resources and benthic organisms, and oceanographic drivers upon which the aforementioned species depend.

Scope of Inquiries

The primary subject matter scope will initially include wildlife and habitats (e.g., marine mammals, sea turtles and birds, bats, protected fish species, corals, and the complex ecosystems in which affected wildlife exist). RWSE will seek to coordinate with entities such as Responsible Offshore Science Alliance (ROSA) on matters associated with fisheries and other topics of commercial interest.

Shared Values

Collaboration	Accountability	Credibility
Accessibility	Communication	Transparency
Relevance	Quality	Efficiency

Organizational Components

1. [Steering Committee Charter](#) – page 4

A group representing the key sectors. Provides guidance and direction for process and procedure of the RWSE overall, including to the Director and Subcommittees. Representatives are selected from Sector Caucuses. Steering Committee members agree to the terms of the Steering Committee Charter.

2. [Sector Caucus Charter](#) – page 6

Sector caucuses will involve standing meetings and listserv discussions within sectors (e.g. wind energy developers; state government; federal government; and non-governmental environmental organizations). Sector Caucuses will provide input to the Steering Committee to ensure progress on strategic research on offshore wind and wildlife topics. Each sector will develop its own Framework to guide the creation and use of their caucus including a clear definition of membership or participation in that caucus.

3. [Subcommittees Terms of Reference](#) – page 8

These are the core entities that identify key gaps and needs, scope initial research concepts initially, and help maintain alignment between ongoing research and the gaps and needs of the RWSE. Subcommittees are convened as needed.

4. [Director, Other Staff, and Partners](#) – page 9

Staff employed by RWSE with appropriate skills and competencies. The Director conducts day-to-day management of RWSE including planning events, coordinating the committees, brokering funding and in selected cases, managing research contracts. Partners are organizations who operate within the geographic area of interest and have objectives similar to those of the RWSE and/or complementary expertise.

5. [Host and/or Fiscal Agent](#) - page 10

A Host/Fiscal Agent with existing functional administrative capacities that is willing to provide key functions for RWSE for a reasonable overhead cost. Provides infrastructure to execute administrative and financial duties to administer both operational (e.g. payroll) and research funding (e.g. letting contracts for specific services, and aggregating funding for research, as needed).

6. [Conflict of Interest Policy](#) – page 11

7. [Harassment Policy](#) - page 13

Steering Committee



Sector Caucuses

Federal agencies

State agencies

NGOs

Offshore wind companies

Subcommittees

Bold = to be addressed ASAP 2021

Marine mammals

Sea turtles

Birds and bats

Protected fish species

Habitat and ecosystem

Cross-cutting / data management

Partners, research community, and others

Director

Emily Shumchenia, PhD

Coordinator & Other Staff

Avalon Bristow

Host



Nick Napoli

Fiscal Agent



Derek Brockbank
Norma Longhi

Figure 1. A chart of the RWSE organizational components as of July 2021.

Steering Committee Charter

What. The Steering Committee will provide governance and oversight on the processes and procedures of the RWSE. The Steering Committee will be the final decision-making body on process, financial, and procedural governance of the RWSE.

Key Functions. The Steering Committee will meet via teleconference at least quarterly and will exchange communications with the Director and each other via email on a more frequent basis. The Steering Committee provides general guidance and oversight to the Subcommittees, Fiscal Agent and Director, including:

- Liaise with existing and related science efforts that Steering Committee members may be part of
- Establish and maintain two-way communication with sectors on RWSE progress, development, and direction
- Provide guidance to the Director on refining near-term objectives for the RWSE
- Provide criteria for how and what kind of research the RWSE supports
- Provide oversight on the establishment of funding of the operations of the RWSE
- Establish roles and approaches to membership for Subcommittees
- Based on Subcommittee recommendation, approve plans to align research with gaps and needs assessment
- Provide input on cross-cutting issues like data standardization, stressors and impacts as needed

Number and composition. The Steering Committee will include a maximum of twelve (12) members, composed of three (3) representatives each from the four sectors listed below. Members will be nominated by their respective Sector Caucus to represent that Caucus on the Steering Committee.

- wind energy developers and lease-holders
- non-government wildlife organizations
- federal agencies, and
- states

To the extent possible and/or practical, members of the Steering Committee will be representative of the full geographic region encompassed by the RWSE. Steering Committee members should have influence on the strategy, objectives, and/or resources of their organization.

Term. Every member will serve for a three (3) year term, which will begin immediately upon acceptance of this Governance Structure by the Interim Steering Committee. Each Sector Caucus will determine how their Sector will ensure a maximum of 3-year terms for their representatives, with support and assistance from RWSE staff. Should an individual Steering Committee member exit the Committee before their term ends, the Sector Caucus will appoint a replacement representative to fill the remainder of that term.

Decision-making. The Steering Committee does not decide on priority research nor collectively make decisions about which research to fund. Decisions will be made by consensus - no sector can “out vote” or form a “winning coalition” against another sector.

Steering Committee Member Responsibilities. General responsibilities for representatives on the Steering Committee include:

1. With support from the RWSE Coordinator, provide a forum for Sector Caucus members to meet and discuss items either to be raised to the Steering Committee, or that have been raised by the Steering Committee.
2. Attend and meaningfully contribute to regular teleconference discussions (at minimum, quarterly). If a Steering Committee member is unable to join a discussion, they may appoint a replacement representative from their organization to attend in their stead.
3. Speak on behalf of their sector caucus, not just their individual organization.
4. Be willing to engage in collaborative, cross-sector deliberations; and
5. Contribute resources to the operating needs of RWSE as determined through coordination with the Director.

Sector Caucus Charter

What. Sector caucuses will involve standing meetings and listserv discussions within sectors. Sector caucuses will be created for the **following four sectors: wind energy developers and lease-holders; state government; federal government; and non-governmental environmental organizations (NGOs).**

Key Functions. The sector caucuses will serve several purposes for the RWSE. Their overall role is to provide input to the Steering Committee to ensure progress on strategic research on offshore wind and wildlife topics. With support and assistance from RWSE staff, the sector caucuses will:

- Select three (3) members from their Caucus to represent the Caucus on the Steering Committee. Each Steering Committee member will serve a three (3) year term. Each Caucus should address Steering Committee membership individually and may have different criteria or methods for designating Steering Committee members.
- Identify and sustain an approach to provide funding for the operations of the RWSE.
- Provide a forum for all sector members to:
 - Engage, share, learn, and keep abreast of RWSE work.
 - Identify sector opportunities, issues or concerns that can be raised to the Steering Committee via Steering Committee sectoral representatives.
 - Allow Steering Committee representatives to pose questions, issues, and ideas from the Steering Committee to the sectors.

Who. Membership is meant to be clear but not onerous or overly formal. Members need only to agree to support the general mission and principles of the RWSE and to participate and engage in their caucus and in periodic or occasional RWSE activities or events. If members participate in scoping and conceptual approaches to research, they could be precluded from bidding on work or precluded in playing a role in final procurements and selection processes. The Steering Committee has developed a Conflict of Interest policy applicable to all members to address this issue (see page 14).

Number. The number of caucus members may vary by sector, however, should be manageable enough to facilitate efficient yet comprehensive input.

Decision-making. The caucuses have an option to utilize Consensus Procedure. On feedback and advice on substantive issues, the caucus may report a range of views if the sector is not in general agreement. The caucuses will self-appoint representatives to the Steering Committee. These sector caucus representatives will also lead and coordinate the caucuses.

Criteria for Membership. While each Caucus will develop its own framework for operating, in general, caucus members should be able to:

- **Attend meetings.** Attend and actively participate in regular caucus meetings;
- **Complete follow-up work.** Complete any follow up actions or reviews as determined through caucus meetings;
- **Attend events.** Participate in RWSE events as required, but not envisaged to exceed more than two events annually (events may include a State of the Science Workshop or Annual Forums);

- **Communicate with sector.** Ensure partners are well informed of current and relevant advancements;
- **Provide expert guidance.** Provide ad hoc guidance on projects.

Sector-Specific Caucus Guidelines. Each sector will develop its own Framework to guide the creation and use of their caucus including a clear definition of membership or participation in that caucus. Elements that each sector’s Framework should include are listed in the table below.

Element	Example of a sector-specific consideration
Caucus Membership requirements	<p>Membership: Caucuses should define who their membership is, recognizing different sectors may have different approaches to membership given the unique considerations relevant to each sector.</p> <p>For instance, the state government caucus will have to consider whether participation includes one lead agency per state, multiple agencies involved in energy, coastal management, and wildlife, or takes some other approach.</p> <p>Levels of Membership: Caucuses should determine if they intend to have different levels of membership, and if so, what categories and commensurate rights and responsibilities go with those levels.</p>
Selecting Steering Committee representatives	<p>Criteria. See the Steering Committee Charter on page 5. For instance, the States might desire to have a Steering Committee member from each sub-region (e.g. New England; the mid-Atlantic, and the Southeast).</p> <p>Selection Process. For instance, the caucus may appoint those who volunteer, by consensus of the caucus, or by majority vote.</p>
Communication	<p>Determining the process for communication between caucus members and their representatives, and the representatives communicating to the caucus from the Steering Committee.</p> <p>For instance, a caucus may empower its Steering Committee members to call a caucus meeting as needed or might establish a periodic meeting on a regular schedule.</p>
General Funding	<p>Determining financial contributions from the sector, in total, and in allocating funding expectations within the sector, at least to start, for the <u>operational costs</u> and needs of the RWSE. Financial contributions may not be equal across sectors.</p> <p>For instance, a caucus may suggest that it can collectively contribute XX dollars toward the RWSE operations and that the cost within the caucus is allocated according to a formula such as equal shares, by ability to pay, or some other approach.</p>
Other Resources	<p>Determining contributions from the sector that may be indirect funding, specialized funding or non-dollar resources. Such contributions might include dedicated staff or FTEs, financial support for events and their costs (such as meeting space, AV, facilitation, etc.), or other non-financial contributions.</p>

Subcommittees Terms of Reference

Purpose. RWSE Subcommittees provide topic-area scientific and technical experts from academia, state government, NGOs, and industry to the Steering Committee. Subcommittees will initially be set up by taxon (see below), and may be created, rearranged, combined, and/or reconstituted as issues arise. RWSE Subcommittees will be connected to existing NROC/MARCO Marine Life Work Groups such that they are distinct but complementary, with beneficial overlap in membership towards streamlining workflows such that research prioritization and data collection result in shared data products that support decision-making and adaptive management and vice-versa. RWSE Subcommittees and NROC/MARCO Marine Life Work Groups may hold joint meetings when it is beneficial to advancing offshore wind monitoring/assessment topics.

Responsibilities. Each Subcommittee will meet virtually 2-3 times per year, and more frequently when planning workshops, and coordinate with other Subcommittees on common research and monitoring topics prior to recommendations on research. The RWSE Coordinator will provide support to Subcommittees in coordinating meetings. Subcommittee members will contribute to a data/research gaps and needs assessment for their Subcommittee. Subcommittees review existing research and data and identify gaps and needs pertinent to offshore wind development and wildlife. Subcommittees may support scoping conceptual research projects that would address the gaps and needs. Subcommittees submit recommendations on gaps and needs and potential projects to the Steering Committee.

Membership. The Director will maintain a list of potential organizations for membership in each Subcommittee for input and approval by the Steering Committee. Invitations are issued to selected organizations (not necessarily those who are already part of the RWSE via other representation) who would self-appoint individuals based on guidance drafted by the Steering Committee. Subcommittee members must have working knowledge of ongoing and pending wildlife and offshore wind research as well as recent studies, workshops, and other efforts to identify and prioritize research needs. Subcommittee member numbers and numbers by sectors are less subject to exact requirements as long as there is the necessary scientific expertise included and all sectors' interests are meaningfully represented.

Potential Initial Subcommittees. Other Subcommittees may be formed when a specific issue or topic has been identified as a research priority.

- Marine mammals
- Sea turtles
- Birds and bats
- Protected fish species
- Habitat and ecosystem (might cover benthic & pelagic habitat and ecosystem interactions & effects, such as offshore wind energy effects on forage fish and consequently cascading effects on higher trophic levels)
- Data management
- Other taxa-specific or cross-cutting issues as they arise

Conflicts of Interest. If experts participate in scoping and conceptual approaches to research, they could be precluded from bidding on work or precluded in playing a role in final procurements and selection processes. The Steering Committee has developed a Conflict-of-Interest policy which will apply to all Subcommittees to address this issue (see page 13).

Director, Other Staff, and Partners

What. The Director will play an executive director or leadership role and come with both scientific and strong relationship and project management skills. The Director will coordinate with the Host/Fiscal Agent, other staff, and partners. The Steering Committee will assist the Director in determining what additional staff and/or consultants may be needed over time to both stand up the RWSE and deliver on projects, as funding becomes available. As the volume of work grows, this position may be divided between a Science Director and a Process Director.

Key Functions. Selected functions of the Director and other staff are outlined below.

- Organize all events or workshops, conduct initial research on data and science gaps, and organize all communications and facilitation amongst the steering committee, sub-committees, stakeholders, and general public.
- Key role in helping the sectors and organizations identify funding for key gaps and needs, including brokering partnerships or joint funding for projects of interest.
- Conduct communications and marketing, including using targeted tools.
- In selected cases in which the RWSE is procuring and contracting research, the Director and staff would provide contract management
- Support the Subcommittees and Steering Committee with an initial screening of potential research projects based on the objectives of the RWSE (e.g. regional, data standardization, data transparency, etc.)

Who. The Director will have at least a master's or PhD in wildlife biology, marine resource management, marine ecology, public policy, environmental planning, or closely related disciplines.

Other Staff. A variety of functions/roles will be needed to support the Director and Steering Committee (outreach/engagement, technical, accounting, legal, communications, etc.), for which additional staff may be required.

- **Coordinator.** The RWSE Coordinator will directly support the RWSE Director and Steering Committee to advance the RWSE work plan. The Coordinator will assist the Director in managing contracts and work plans, convening the Sector Caucuses and Subcommittees, conduct additional as-needed outreach to existing and potential new partners, identify potential sources of funding, and support the Steering Committee.
- In consultation with the Steering Committee, staff may be directly hired through the Host/Fiscal Agent, or by partnering with other organizations such as universities, consultants, or other organizations.

Partners. Organizations, as determined by the Host/Fiscal Agent and Director, in consultation with the Steering Committee, who operate within the geographic area of interest and have objectives similar to those of the RWSE and/or complementary expertise, and who:

- Can provide coordination and other capacity
- Have a role in advancing the objectives of any Subcommittee
- May provide staff via contractual or other means

Host and/or Fiscal Agent

Host/Fiscal Agent. Core administrative and financial functions of the Host/Fiscal Agent are described below.

- Serve as the vehicle through which to technically execute the hire of and host the Director and any other potential staff (e.g., direct hire or via partners), in close consultation with the Steering Committee
- Provide a vehicle to maintain *operating funding* – funds for the Director and other staff, various service contracts (legal, communication, auditing, facilitation, technical consulting), and other potential operational funds needed by the RWSE
- Provide technical platform to administer payroll, benefits, and other human resources functions
- Provide platform through which to execute invoicing, contracting, expense management, and managing funds (at least for consultants if not research), and systems management for the effort
- In selected cases, accept and pool funds from multiple sources for research. This *research funding* includes dollars spent toward directly executing research.
- Procure and contract for research as needed

CONFLICT OF INTEREST POLICY

Unless otherwise noted, this policy shall apply to all members of the organization, as well as to all staff employees, contractors, and individuals serving on the Steering Committee, Sector Caucuses, and Subcommittees. Non-reporting is grounds for termination of membership/employment/contract/appointment, as applicable. Specifically, all individuals in complying with this policy shall:

- Not engage in any outside business, professional or other activities that would directly or indirectly, materially, and adversely affect the organization
- Not engage in or facilitate any discriminatory or harassing behavior directed toward staff, members, officers, directors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to the organization
- Provide goods or services to the organization as a paid vendor to the organization only after full disclosure to, and advance approval by, the Steering Committee, and pursuant to any related procedures adopted by the Steering Committee
- Not persuade or attempt to persuade any employee of the organization to leave the employ of the organization or to become employed by any person or entity in conflict with the organization
- Not persuade or attempt to persuade any member, exhibitor, advertiser, sponsor, subscriber, supplier, contractor, or any other person or entity with an actual or potential relationship to or with the organization to terminate, curtail, or not enter into its relationship to or with the organization, or to in any way reduce the monetary or other benefits to the organization of such relationship

Additional Obligations for Members Serving on Steering Committee:

Members of the organization serving on the Steering Committee must always act in the best interests of the organization and not for personal or third-party gain or financial enrichment. When encountering potential conflicts of interest, the Steering Committee member shall identify the potential conflict and, as required, remove themselves from all discussion and voting on the matter. Specifically, members serving on the Steering Committee shall:

- Avoid placing (and avoid the appearance of placing) one's own self-interest or any third-party interest above that of the organization; while the receipt of incidental personal or third-party benefit may necessarily flow from certain organization activities, such benefit must be merely incidental to the primary benefit to the organization and its purposes
- Not abuse their Steering Committee membership by improperly using their membership or organization staff, services, equipment, materials, resources, or property for their personal or third-party gain or pleasure, and shall not represent to third parties that their authority as a Steering Committee member extends any further than that which it actually extends
- Not solicit or accept gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to the organization without full prior disclosure of such items to the Steering Committee
- Any Steering Committee member receiving greater than \$25,000 of their annual compensation from the organization shall resign their position on the Steering Committee

- Upon appointment or re-appointment, each Steering Committee member shall sign to indicate their agreement to abide by the Conflict of Interest Policy. Steering Committee members cannot participate in decision-making without a current signed agreement.

Notification and Disclosure:

- Whenever any individual has a conflict of interest with the organization, he or she shall call such conflict to the attention of the Steering Committee. Failure to do so may result in removal from the Subcommittee, Sector Caucus, and/or Steering Committee.
- After identifying the issue, matter or transaction with respect to which a conflict exists, an individual with a conflict shall withdraw from any further involvement in that issue, matter or transaction unless a majority of the disinterested directors shall determine that the conflict is:
 - Immaterial or not adverse to the interests of the organization; or
 - The benefits of allowing the person with the conflict to participate in the discussion or consideration, but not the final decision, outweigh the dangers; in which case the person may participate in the discussion, study or consideration of the issue, matter or transaction, but not the final discussion or decision
- An individual who is uncertain as to whether he or she may have a conflict should ask the Director for an opinion. The Director shall issue a written opinion which shall be presumed to be correct and may be relied upon unless challenged by a Steering Committee member, in which case the final decision as to whether a conflict exists shall be made by the Steering Committee. The Director shall advise the Steering Committee of every opinion issued. Opinions shall, to the extent possible, avoid the disclosure of personal information while, at the same time, disclosing the basis for the opinion. Copies of all opinions shall be retained by the organization and made available to the Steering Committee upon request to permit and encourage consistency.
- The minutes of the meeting at which the disclosure of any conflict is made shall reflect that the disclosure was made and whether the person with the conflict withdrew, after making full disclosure of the matter in question and the conflict, and was not present for the final discussion of the matter and any vote thereon.

Contractually Related Conflicts of Interest

- An interested individual seeking a contract from the organization cannot participate in a vote on assigning that contract, nor in any discussion on the specific contract preceding such a vote. They will be shown as abstaining due to a conflict of interest in the minutes of such a vote. The interested individual can participate in any general grant policy discussion or deliberations on whether a grant should be pursued.
- How grant revenue and expenses are reflected in the compensation for staff and/or consultants will be addressed in any compensation agreement with those position holders.
- For the purposes of tax and other regulatory reporting, any compensation to individuals from grants or other contracts with the organization will be viewed as an arrangement with them as independent contractors and/or qualified service providers, not as compensation for their roles as Steering Committee members, Sector Caucus members, and/or Subcommittee members.

HARASSMENT POLICY

Purpose

This policy is intended to preserve the dignity, respect and professionalism of the organization. Organization is committed to providing an environment for our members, directors, officers, staff, volunteers and any persons served by organization (“Covered Persons”) that is comfortable, safe and free from harassment of any kind. Any type of harassment is a violation of this policy. Inappropriate conduct toward others is contrary to the values of the organization.

Definition

Harassment is behavior that is of an offensive nature. It is commonly understood as behavior intended to disturb or upset, and it is characteristically repetitive. In the legal sense, it is behavior which is found threatening or disturbing to a reasonable person. Harassment can be due to race, gender, sexuality, religion, ethnicity, and other unique or distinguishing characteristics. Harassment can take many forms. It may be, but is not limited to, the following: words, signs, jokes, pranks, intimidation, physical contact, or violence. Sexual harassment may include unwelcome sexual advances, request for sexual favors, or other verbal or physical contact of a sexual nature when such conduct creates an intimidating environment or prevents an individual from effectively performing the duties of their position, or when such conduct is made a condition of employment or compensation, either implicitly or explicitly. It is not the intent of the behavior by the offender that determines if harassment has occurred, but whether the behavior is welcome by the receiver.

Responsibility

A Covered Person is responsible for helping keep the work environment free of harassment, including the work environment of organization’s Covered Persons with whom there is contact. This includes organization events. If any organization member becomes aware of an incident of harassment, whether by witnessing the incident or being told of it, they shall report it to a member of the organization’s Steering Committee and/or Staff. Members have an affirmative duty to report potential violations of this Policy to the Steering Committee.

Complaint Process

Any Covered Person who believes that they have suffered harassment in violation of the Harassment Policy should take the following action:

1. If they are able to do so without conflict or danger, tell the harasser as clearly as possible that the behavior is unwelcome
2. They may lodge a complaint with a member of the Steering Committee or Staff. They should clearly identify the behavior surrounding the complaint. They may remain anonymous if desired.

Confidentiality

The organization, including all persons to whom a violation of the Harassment Policy has been reported and persons who have become aware of a complaint, must maintain confidentiality to the extent possible given the need to investigate.

Retaliation

The organization, or any director, officer or employee, may not retaliate against any victim or witness who reports a violation of this Harassment Policy. Any retaliation will be considered as harassment.

Investigation

All complaints filed under the Policy will undergo a fair, complete and timely investigation, followed by a reasonable conclusion drawn from the evidence collected. The Steering Committee will take appropriate corrective action if misconduct is revealed. Even a single incident of harassment may be grounds for the removal of an individual from their place within the organization membership. Harassment will also be considered grounds for firing staff or for terminating a contract as well as banning them from future organization events.

Complaint Process

1. A lodged complaint will be initially reviewed by the Director and Steering Committee, unless one of the aforementioned is the reason for the complaint. If the threat is immediate, they will take steps to remove the alleged offender from the premises. The alleged offender may appeal the decision.
2. Upon request for an appeal, the alleged offender will choose one Steering Committee member and the organization will choose one Steering Committee member along with the organization Coordinator to form a panel to review the decision. Their decision is final.
3. None of these steps preclude the complainant from taking legal action.