



Governance Structure

VERSION: MARCH 2022

This document articulates a governance structure for the Regional Wildlife Science Collaborative for Offshore Wind (RWSC) 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. 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 RWSC, 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). RWSC 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 RWSC 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 Frameworks](#) – 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 has developed its own Framework to guide the creation and use of their caucus including a clear definition of membership or participation in that caucus:

- Offshore Wind Industry Caucus Framework – Page 8
- State Caucus Framework – Page 12
- Federal Caucus Framework – Page 14
- eNGO Caucus Framework – Page 16

3. [Subcommittees Terms of Reference](#) – page 18

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 RWSC. Subcommittees are convened as needed.

4. [Director, Other Staff, and Partners](#) – page 19

Staff employed by RWSC with appropriate skills and competencies. The Director conducts day-to-day management of RWSC 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 RWSC and/or complementary expertise.

5. [Host and/or Fiscal Agent](#) - page 20

A Host/Fiscal Agent with existing functional administrative capacities that is willing to provide key functions for RWSC 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 21

7. [Harassment Policy](#) - page 24



Steering Committee

Each Sector selects three individuals to represent the Caucus on the Steering Committee



Sector Caucuses

Federal

States

eNGOs

Offshore wind companies

Subcommittees

Marine Mammal

Sea Turtle

Bird & Bat

Protected Fish Species

Habitat & Ecosystem

Cross-Taxa

Partners, research community, and others

Director

Emily Shumchenia, PhD

Coordinator & Other Staff

Avalon Bristow

Host



Senior Advisor

Nick Napoli

Fiscal Agent



Derek Brockbank

Norma Longhi

Figure 1. A chart of the RWSC organizational components as of March 2022.



Steering Committee Charter

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

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 RWSC progress, development, and direction
- Provide guidance to the Director on refining near-term objectives for the RWSC
- Provide criteria for how and what kind of research the RWSC supports
- Provide oversight on the establishment of funding of the operations of the RWSC
- 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 RWSC. 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 RWSC 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 RWSC staff, 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 RWSC as determined through coordination with the Director.



Sector Caucus Frameworks

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 environmental non-governmental environmental organizations (eNGOs)**. Each sector has developed a Framework to guide participation, membership, and leadership of that caucus. Each sector's Frameworks are included below. Current caucus rosters will be posted and updated on the RWSC website.

Key Functions. The sector caucuses will serve several purposes for the RWSC. Their overall role is to provide input to the Steering Committee to ensure progress on strategic research on offshore wind and wildlife topics. Each Caucus developed their own Frameworks with responsibilities outlined, but the general function of the sector caucuses include:

- 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 RWSC.
- Provide a forum for all sector members to:
 - Engage, share, learn, and keep abreast of RWSC 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 RWSC and to participate and engage in their caucus and in periodic or occasional RWSC 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 21). The current list of Caucus members is on the RWSC website.

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. Each caucus' decision-making process is specified in their individual Frameworks.

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 RWSC 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.



Offshore Wind Industry Caucus Framework

Offshore Wind Industry Caucus Definitions

The table below briefly summarizes a membership and leadership model for the Offshore Wind Industry Caucus developed in late 2021. Each component is further described in the following sections. This is the first membership model implemented by the Caucus and it was designed to be flexible in the first year of RWSC operations. The Caucus will reevaluate this model at least annually and more frequently as needed.

Caucus Participation	Open to offshore wind industry with US Atlantic coast interests
Caucus Membership:	Open to entities* who provide financial contributions to RWSC operations budget
Caucus Voting:	Open to Caucus Members
Caucus Leadership - Steering Committee Eligibility:	Open to Caucus Members
Financial Contribution Structure (operations budget only):	Contributions come from each individual entity represented in the caucus, regardless of type of affiliation
Minimum number of contributions necessary to fund FY2022 operational budget	11 (at \$20k per entity) 9 (at \$25k per entity)

**Entities have US Atlantic offshore wind lease interests, the intent to obtain a US Atlantic offshore wind lease interest(s)/eligible bidders, as well as US Atlantic entities without a lease interest.*

Offshore Wind Industry Caucus Participation

Caucus Participation is the minimum level of commitment to the Offshore Wind Industry Caucus. Caucus participants may not vote and are not obligated to contribute financially to the operation of the RWSC or to research projects managed by the RWSC.

The RWSC Offshore Wind Industry Caucus welcomes participation from all levels of the industry from entities with interests or potential interests in the Atlantic coast region and that support the general mission and principles of the RWSC.

Participants will be added to the Caucus mailing list and receive invites to all Caucus meetings. In consultation with Caucus leadership, Participants will be provided access to relevant Caucus documents and other materials. Participants may contribute to Caucus discussions.

Offshore Wind Industry Caucus Membership

Entities that provide financial contributions to the RWSC operations budget are Caucus Members. Caucus Members have voting status and are eligible for roles on the Steering Committee, in addition to the roles and responsibilities of Caucus Participants.

For the purposes of Offshore Wind Industry Caucus Membership, an “entity” should:

- Have US Atlantic offshore wind lease interests, OR
- Have the intent to obtain a US Atlantic offshore wind lease interest(s), OR
- Be an eligible bidder on a US Atlantic offshore wind lease, OR



- Hold no current lease interest but express a commitment to understanding offshore wind and wildlife research and how it can advance the industry

It is understood that a single entity may fit into one or more of the entity categories described above or change categories throughout the term of their Caucus participation. Membership of a Joint Venture in RWSC does not confer individual Membership status to its parent companies.

Each Caucus Member will designate a primary staff member and an alternate to represent the entity in Caucus discussions and voting. Primary and alternate Members will be added to the Caucus mailing list and receive invites to all Caucus meetings. Members will be provided access to relevant Caucus documents and other materials.

Caucus Members are expected to participate in regular meetings and complete any follow up actions or reviews as determined through those meetings. It is also expected that Caucus Members participate in RWSC 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).

Maintaining existing Offshore Wind Industry Caucus Member information

This Offshore Wind Industry Caucus Framework recognizes that Member entities' statuses will likely change over time, including changes in ownership, the formation of new joint ventures, and other changes. Member entities will notify RWSC staff and Caucus leadership about changes to entity name, status, or representation on the Caucus.

Offshore Wind Industry - Onboarding new Members

RWSC Staff will work with Caucus leadership to review new Caucus Membership requests to ensure that new entities' interests are consistent with this Framework and the RWSC Mission. As appropriate and as determined by the Caucus leads, the Caucus may vote on the inclusion of any new entity to the Caucus.

Offshore Wind Industry Caucus Voting

This Framework recognizes that Caucus Members will represent overlapping and duplicative interests. As such, the Caucus will make consensus-based decisions to the extent practicable. On feedback and advice on substantive issues, the Caucus may report a range of views if the Members are not in general agreement. Voting procedures will be used when determined necessary by Caucus leadership. Caucus members (entities that provide financial contributions to the RWSC operations budget) have voting status.

Offshore Wind Industry Caucus Leadership – Steering Committee Eligibility

Caucus Members are eligible for roles as Caucus leads and to represent the Caucus on the Steering Committee. The Caucus will select Members to represent the Caucus on the Steering Committee for a term of two years. One Steering Committee position will rotate each year, so that terms are staggered.

- Three primary Caucus leads/Steering Committee members must be selected by Caucus Members. Each selected Caucus lead/Steering Committee member should also designate an alternate from their entity. Alternates may join Steering Committee voting procedures only if the primary member is unable to participate.



- Caucus Members may consider the following factors when they determine the balance of Caucus representation on the Steering Committee:
 - Entity type (lease holder, developer, other)
 - Entity's relationship(s) with other potential Caucus leads/Steering Committee members' entities
 - Geographic scope of entity's interests
- Members of the Caucus will nominate Steering Committee representatives as positions on the Steering Committee become available. Representatives will be chosen by blind vote.
- Responsibilities:
 - Represent the entire Offshore Wind Industry Sector Caucus in Steering Committee meetings and discussions. This includes discussions and decisions regarding RWSC operations, research prioritization, and funding.
 - Serve as Caucus leads: Caucus representatives on the RWSC Steering Committee are expected to lead and coordinate the Caucus. Administrative support (e.g., taking notes, developing draft meeting summaries, drafting other caucus materials) will be provided by RWSC Staff.
 - Communicate with Caucus Members and Participants: Steering Committee members are responsible for coordinating, soliciting, and collating the review, discussion, and input of the entire Caucus on any documents, information, or other decisions conveyed by RWSC staff

Offshore Wind Industry Caucus - Inaugural Caucus Leadership for 2022

At least one member of the interim Steering Committee member will remain on the Steering Committee in 2022 for continuity with the RWSC visioning and startup phases.

Prior to their December 2021 meeting, the interim Caucus leads called for Steering Committee nominations for terms beginning in 2022. The following individuals were nominated:

- Liz Gowell, Orsted (alternate: Brita Woeck)
- Paul Phifer, Atlantic Shores Offshore Wind (alternate: Kyle Hilberg)

At their December 2021 meeting, the Caucus confirmed the two nominees above – each to serve two-year terms – and confirmed Laura Morales (Equinor) to fill the third primary seat and Ruth Perry (Shell) as Laura's alternate, both for a one-year term. The Caucus agreed that the benefits of continuity in leadership and the degree of separation between Atlantic Shores' and Shell's interests outweighed any potential concerns about the affiliation of 2022 Caucus leads.

Offshore Wind Industry Caucus - Financial Contribution Structure (RWSC operations budget only)

Financial contributions are not required for Caucus Participation, but Caucus Membership (voting and Steering Committee eligibility) are contingent on contributions to the RWSC operations budget.

For at least the next few fiscal years, there is a need for financial support of RWSC operations which includes convening all RWSC members and stakeholders (i.e., Steering Committee, four Sector Caucuses, six Subcommittees) and developing science plans/research agendas that describe data needs and research priorities with each taxa-based Subcommittee. The [Annual Work Plan](#) describes the scope of this work and the



services provided by RWSC staff, along with a budget. The [Annual Work Plan and FY 2022 budget](#) was approved by the RWSC interim Steering Committee in September 2021.

The RWSC Governance Structure encourages members from the four Sector Caucuses to contribute to the operational costs of the RWSC, in the form of financial or documented in-kind contributions. Each Caucus is developing a contribution model.

For FY 2022, if the Offshore Wind Industry Caucus seeks to fund up to 33% of the RWSC operations budget, the minimum contribution would be:

- \$20k, if 11 entities contributed
- \$25k, if 9 entities contributed

The minimum contribution will be recalculated annually based on budget projections and the total number of member entities. As such, the contribution per entity will be reduced as more members join the Caucus.

Contributions will be invoiced to each entity annually as Membership Dues. Members joining mid-year will be invoiced for the minimum contribution for that fiscal year. An optional renewal for each fiscal year (which begins on July 1) will be sent each June.

Offshore Wind Industry Caucus - Financial Contribution to Research Funds

Financial contributions to research are not required for Caucus Participation. As of late 2021, Caucus Membership (voting and Steering Committee eligibility) are contingent on contributions to the RWSC operations budget only. As of December 2021, a Research Budget has not been developed. Following the finalization of and RWSC Science Plan, staff and the Steering Committee will seek input on funding priorities and project management costs to develop a Research Budget. The Caucus will reevaluate Membership and contribution criteria and expectations at this time.

Conflict of Interest

The RWSC Steering Committee has developed a Conflict of Interest Policy that all Sector Caucus members are expected to comply with (see page 21). For example, 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. RWSC Staff, Steering Committee members, and Subcommittee members are all subject to the same policy.



State Caucus Framework

State Caucus Participation

The RWSC State Caucus welcomes participation from all states in the Atlantic coast region and that support the general mission and principles of the RWSC. Participants must be employees of state agencies or departments with responsibilities related to wildlife, offshore wind, or both. Multiple individuals from each state may participate in the Caucus.

Caucus Participation is the minimum level of commitment to the State Caucus. Caucus Participants may not vote and are not obligated to contribute financially to the operation of the RWSC or to research projects managed by the RWSC.

Participants will be added to the Caucus mailing list and receive invites to all Caucus meetings. In consultation with Caucus leadership, Participants will be provided access to relevant Caucus documents and other materials. Participants may contribute to Caucus discussions.

State Caucus Membership

States that provide financial contributions to the RWSC operations budget are Caucus Members. Caucus Members have voting status and are eligible for roles on the Steering Committee, in addition to the roles and responsibilities of Caucus Participants (see above). Each Member state must designate a single individual to represent the state during Caucus discussions and decision making.

Caucus members are expected to participate in caucus meetings and complete any follow up actions or reviews as determined during those meetings. It is also expected that Caucus members participate in RWSC events as appropriate, but not envisaged to exceed more than two events annually (events may include a State of the Science Workshop or Annual Forums)

State Sector Caucus - Onboarding New Members

RWSC staff will work with Caucus leadership to review new Caucus Membership requests to ensure that new entities' interests are consistent with this Framework and the RWSC Mission. As appropriate and as determined by the Caucus leads, the Caucus may vote on the inclusion of any new entity to the Caucus.

State Sector Caucus Voting

The State Sector Caucus will make consensus-based decisions. On feedback and advice on substantive issues, the caucus may report a range of views if the sector is not in general agreement. Voting procedures will be used when determined necessary by Caucus leadership. Caucus members (states that provide financial contributions to the RWSC operations budget) have voting status.

State Sector Caucus Leadership – Steering Committee Eligibility

In accordance with the RWSC Governance Structure, each Sector Caucus will select members to represent the Caucus on the Steering Committee for a maximum term of three years. One Steering Committee position will rotate each year, so that terms are staggered.



- Three primary Caucus leads/Steering Committee members must be selected by Caucus Members. Each selected Caucus lead/Steering Committee member should also designate an alternate from their state. Alternates may join Steering Committee voting procedures only if the primary member is unable to participate.
- The three Steering Committee members should be from different states covering the geographic diversity of the RWSC to the extent practicable. The caucus may periodically revisit the three entities representing the caucus on the Steering Committee and make changes using the Consensus Procedure.
- Members of the State Sector Caucus will nominate Steering Committee representatives as positions on the Steering Committee become available. Representatives will be chosen by blind vote.

Responsibilities:

- Represent the entire State Caucus in Steering Committee meetings and discussions. This includes discussions and decisions regarding RWSC operations, research prioritization, and funding.
- Convene Sector Meetings: Sector Caucus representatives on the RWSC Steering Committee are expected to lead and coordinate the caucus, with support from RWSC Staff.
- Communicate with Sector: Steering Committee members are responsible for coordinating, soliciting, and collating the review, discussion, and input of the entire caucus on any documents, information, or other decisions conveyed by RWSC staff.

State Sector Caucus - Financial Contribution Structure (RWSC operations budget only)

Financial contributions are not required for Caucus Participation, but Caucus Membership (voting and Steering Committee eligibility) are contingent on contributions to the RWSC operations budget.

For at least the next few fiscal years, there is a need for financial support of RWSC operations which includes convening all RWSC members and stakeholders (i.e., Steering Committee, four Sector Caucuses, six Subcommittees) and developing science plans/research agendas that describe data needs and research priorities with each taxa-based Subcommittee. The Annual Work Plan describes the scope of this work and the services provided by RWSC staff, along with a budget. The Annual Work Plan and FY 2022 budget was approved by the RWSC interim Steering Committee in September 2021.

The RWSC Governance Structure encourages members from the four Sector Caucuses to contribute to the operational costs of the RWSC, in the form of financial or documented in-kind contributions. Each Caucus is developing a contribution model.

State Sector Caucus - Financial Contribution to Research Funds

Financial contributions to research are not required for Caucus Participation. As of late 2021, Caucus Membership (voting and Steering Committee eligibility) are contingent on contributions to the RWSC operations budget only. As of March 2022, a Research Budget has not been developed. Following the finalization of and RWSC Science Plan, staff and the Steering Committee will seek input on funding priorities and project management costs to develop a Research Budget. The Caucus will reevaluate Membership and contribution criteria and expectations at this time.



Federal Caucus Framework

Federal Sector Caucus - Membership Criteria

While the number of members may vary over time, the total number of Federal Sector Caucus participants should be manageable to facilitate efficient yet comprehensive input. Expectations for membership are listed below.

Who. Federal Sector Caucus members must be directly affiliated with a federal agency and support the general mission and principles of the RWSC.

- **Meeting and Event Participation.** Sector caucuses will involve standing meetings and listserv discussions. Caucus members are expected to participate in regular meetings and complete any follow up actions or reviews as determined through those meetings. It is also expected that Caucus members participate in RWSC events as appropriate but not envisaged to exceed more than two events annually (events may include a State of the Science Workshop or Annual Forums).
- **Contributions to RWSC Operations.** If they possess appropriate legal authority, Federal Sector Caucus members may provide operational support to the RWSC, in the form of financial or documented in-kind contributions. Each agency may independently explore elective measures to provide support to the RWSC.
- **Conflict of Interest.** The RWSC Steering Committee has developed a Conflict of Interest Policy that all Sector Caucus members are expected to comply with (see page 21). For example, 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. RWSC Staff, Steering Committee members, and Subcommittee members are subject to the same policy.

Federal Sector Caucus - Decision-making

The Federal Sector Caucus will make consensus-based decisions. If consensus cannot be achieved on substantive issues, the caucus may report this non-consensus and, if appropriate, the range of views held by the sector members.

Federal Sector Caucus - Steering Committee Representation

In accordance with the RWSC Governance Structure, each Sector Caucus will select members to represent the Caucus on the Steering Committee for a maximum term of three years. The interim Steering Committee includes volunteers from NOAA and BOEM. The RWSC Staff recommend that the first iteration of the Steering Committee include Federal representatives from NOAA, BOEM, and USFWS. The caucus may periodically revisit the three entities representing the caucus on the Steering Committee and make changes using the Consensus Procedure. Steering Committee membership will be reviewed at the end of each calendar year, at which time new Steering Committee representation may be selected, depending upon term limits of the incumbent representatives.

- **Number.** Three primary members must be selected, and three alternates may also be designated. Alternate members should be from the same entity as the primary member. Alternates may participate



in Steering Committee meetings. Alternates may participate in voting procedures only if the primary member is unable to participate.

- **Who.** Steering Committee members should be from different federal entities, have professional responsibilities related to offshore wind and wildlife, and represent the geographic diversity of the RWSC to the extent practicable.
- **Selection process.** Each representative agency of the Federal Sector Caucus will nominate Steering Committee representatives as positions on the Steering Committee become available. Representatives will be chosen by consensus of the caucus.
- **Responsibilities.**
 - *Convene Sector Meetings:* Sector Caucus representatives on the RWSC Steering Committee are expected to lead and coordinate the caucuses, with support from RWSC Staff.
 - *Communicate with Sector:* Steering Committee members are responsible for coordinating, soliciting, and collating the review, discussion, and input of the entire caucus on any documents, information, or other decisions conveyed by RWSC staff.



eNGO Caucus Framework

eNGO Sector Caucus Membership Criteria

While the number of members may vary over time, the total number of eNGO Sector Caucus participants should be managed to facilitate efficient yet comprehensive input. Expectations for membership are listed below.

- **Who.** eNGO Sector Caucus members must be directly affiliated with an environmental non-governmental organization that is working to advance responsible offshore wind in a manner that protects ocean and coastal wildlife and habitats and must support the general mission and principles of the RWSC. While anyone in the Caucus may join caucus meetings, only one individual from each entity may represent that entity in discussions and/or decision-making.
- **Meeting and Event Participation.** Sector Caucus members should participate in the Caucus' standing meetings, which will be held no less than quarterly, listserv discussions, and complete any follow up actions or reviews as determined through those meetings. It is also expected that Caucus members participate in RWSC events as required, but not envisaged to exceed more than two events annually (events may include a State of the Science Workshop or an Annual Forum)
- **Conflict of Interest.** The RWSC Steering Committee has developed a Conflict of Interest Policy that Sector Caucus members are expected to comply with (see page 21). For example, if members participate in scoping and conceptual approaches to research, they could be precluded from 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.

eNGO Sector Caucus - Decision-making

The eNGO Sector Caucus will make consensus-based decisions. On feedback and advice on substantive issues, the caucus may report a range of views if the sector is not in general agreement.

eNGO Sector Caucus - Steering Committee Representation

In accordance with the RWSC Governance Structure, each Sector Caucus will select members to represent the Caucus on the Steering Committee for a maximum term of three years.

- **Number.** Three Primary members must be selected. Alternate members may join Steering Committee discussions only if the Primary member is unable to participate. Alternate members will be designated by the Primary member.
- **Who.** Steering Committee members should be from different organizations and represent the geographic diversity of the RWSC to the extent practicable. The Caucus may periodically revisit the three entities representing the Caucus on the Steering Committee and make changes using the Consensus Procedure.



- **Selection process.** Members of the eNGO Sector Caucus will nominate and vote to select Steering Committee representatives as positions on the Steering Committee become available. Representatives will be chosen by blind vote.
- **Responsibilities.** Sector Caucus representatives on the RWSC Steering Committee are expected to lead and coordinate the Caucuses, with support from RWSC Staff.
- **Convene Sector Meetings:** Sector Caucus representatives on the RWSC Steering Committee are expected to lead and coordinate the Caucuses, with support from RWSC Staff.
- **Communicate with Sector:** Steering Committee members are responsible for coordinating, soliciting, and collating the review, discussion, and input of the entire Caucus on any documents, information, or other decisions conveyed by RWSC staff.



Subcommittees Terms of Reference

Purpose. RWSC 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. RWSC 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. RWSC 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 RWSC 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 RWSC 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)
- Cross-taxa and/or 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 21).



Director, Other Staff, and Partners

What. The Director plays a leadership role and has 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 RWSC 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 RWSC 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 RWSC (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 RWSC Coordinator will directly support the RWSC Director and Steering Committee to advance the RWSC 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 RWSC 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



Hosts and Fiscal Agent

The Hosts and Fiscal Agent provide the core administrative and financial functions of RWSC. In April 2021, the Interim Steering Committee selected the Northeast Regional Ocean Council (NROC), Mid-Atlantic Regional Council on the Ocean (MARCO), and Coastal States Stewardship Foundation (CSSF) as hosts and fiscal agent for RWSC.

NROC and MARCO, supported by CSSF as their fiscal agent, are the hosts of RWSC and have responsibility for the programmatic, contractual, staffing, fiscal, and legal oversight of the entity. As such, NROC and MARCO support the RWSC Steering Committee in implementing the RWSC mission. NROC and MARCO are responsible for the hiring of a Director in consultation with the Steering Committee. NROC and MARCO provide appropriate oversight of the Director's work to manage the RWSC budget, contracts, grants, and staffing to ensure that RWSC has sufficient capacity such that regional wildlife and offshore wind research, grant and contract, and fiscal administrative objectives can be met.

CSSF, a 501(c)(3) nonprofit entity, serves as RWSC's fiscal agent, consistent with Memoranda of Understanding with NROC and MARCO. In practice this means that CSSF is the vehicle through which staffing, contracts, and grants for RWSC are executed and managed. CSSF will receive and remit payments on behalf of RWSC for services rendered and funds received. This includes:

- Providing a vehicle to maintain operating funding – funds received by members for implementing the RWSC Annual Work Plan
- In selected cases, accepting and pooling funds from multiple sources for 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.