

Sierra Meadows Partnership Governance Charter

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Purpose

This Charter constitutes a general agreement, understanding, and framework by and for participating organizations to establish the Sierra Meadows Partnership and for carrying out its business. The Charter does not represent a legally binding agreement; but it does constitute a commitment on behalf of its signatories to participate and contribute to its mission.

Mission and Vision

The Sierra Meadows Partnership (hereafter “Partnership”) was formed with the mission to foster expansion of and more effective collaboration among partners currently engaged in meadow conservation to increase the pace, scale and efficacy of meadow restoration and protection in the Sierra for the benefit of people and ecosystems. The vision of the Partnership is a greater Sierra Nevada region with healthy and resilient meadows that provide sustained benefits to fish and wildlife as well as the people of California.

Goal

The goal of the Partnership is to restore and/or protect 30,000 acres of meadows on all lands in the Sierra Nevada by 2030 through multiple approaches as described in the Sierra Meadows Strategy:

1. Restore and/or protect meadows to achieve desired conditions.
2. Enhance regulatory and institutional funding capacity and coordination.
3. Increase and diversify institutional and partnership capacity for meadow restoration and/or protection in the greater Sierra.

Membership and Administration

Membership

Membership is open to all stakeholders, be they agencies’, organizations’, or other entities’ signatories, who can contribute to achieving the purpose, goals, and objectives of the Partnership, and may become members by signing this Charter and submitting it to the Management Board for acceptance and approval at a regularly scheduled meeting. All members approved by the Management Board then automatically become members of the governing Management Board.

Public agencies may become ex-officio members by signing this Charter and submitting it to the Management Board for acceptance and approval at a regularly scheduled meeting. All ex-officio members approved by the Management Board then automatically become members of the Management Board, but shall not vote or serve as the Management Board Chair (or otherwise lead the Management Board).

Members and ex-officio members may terminate their participation in the Partnership upon written notice to the Management Board. Members and ex-officio members may also have their membership terminated by a unanimous vote of the Management Board.

Collaborating Partners

Public agencies, individuals, or private organizations that support the Partnership’s purpose, mission, vision, and goals but have not signed on to this Charter can still participate in the Partnership’s

meetings, workshops, and conferences as collaborating partners. Collaborating partners are not eligible for membership in the Management Board and cannot participate in Management Board meetings.

Organizational Representation

Each participating member organization will provide the Partnership with the name and contact information for primary and alternate representatives and provide updates if representatives change.

Expectations of Members

Participation in the Partnership is voluntary. In order for the Partnership to function effectively, members of participating organizations are expected to:

- Be committed to the purpose, mission, vision, and goals of the Partnership.
- Attend and participate in Partnership meetings and Management Board meetings regularly and, when appropriate, participate in activities supported or sponsored by the Partnership.
- Respond in a timely manner to written requests for comment and input on decisions.
- In situations where members do not attend Management Board meetings or respond in a timely manner to written requests for comment and input on decisions, members must respect decisions made and actions taken by the Management Board in their absence.
- Assign primary and alternate organizational representatives who generally have the authority to represent the organization in Partnership matters.
- Disclose any personal or organizational conflicts of interest to the Management Board Chair and recuse themselves from voting on issues for which they have a conflict of interest.
- Share expertise and information relevant to common issues among participating organizations and collaborate on conservation, restoration, policy, fundraising, communications, and strategies.
- Hold sensitive and proprietary information in confidence.
- Support, share, leverage, and optimize resources as appropriate for achieving the goal of the Partnership.
- Cooperate with each other in accordance with the Partnership's guiding principles.
- Provide a safe, open environment for discussion and process.
- Respect individual organizations' autonomy.

Guiding Principles

Members of the Partnership commit to positive working relations characterized by mutual respect, trust, cooperation, and accountability. Specifically, members commit to:

- Striving to make decisions by alignment, which means that all members are prepared to support a decision as if it were their first choice.
- Transparent internal communications within the Management Board and broader Partnership while respecting individual members' requests for confidentiality.
- The belief and practice that all participating organizations will accomplish more together than they would cumulatively accomplish working in isolation from each other.
- Being transparent by voicing opinions, concerns, and disagreements openly and engaging in productive conflict and conflict resolution in order to bring forward and identify alternatives for alignment.

- Working towards collaborative resolutions of Partnership issues by separating people from the problem, focusing on interests, rather than positions, developing multiple alternatives for mutual gain, and defining and using objective criteria to evaluate and select alternatives.
- Joint leadership and coordination for efficient and effective use of the combined skills and resources of member organizations and collaborating partners to implement the Sierra Meadows Strategy and achieve the Partnership's goals.
- Collaboration between member organizations and other partners that best utilize the talents and resources of the individual participants to recruit the means and public support needed to complete projects.
- Treating others in the Partnership with respect and expecting to be treated with respect.

Correspondence

- The Sierra Meadows Partnership letterhead will be created for all official correspondence.
- The Communications, Policy, and Funding subcommittee has the discretionary latitude to write letters, as needed, on behalf of the Management Board.
- Management Board members will be sent all proposed Partnership correspondence for review and approval. Their organization will be given four working days to respond to time-sensitive letters. If they do not respond within that time, approval will be assumed, and the letter will be sent. If two or more Management Board members do not agree on the content of the letter and/or do not consent to delivery of the subject letter, the letter will not be sent.
- The Partnership name will not be used on another organization's letterhead.

Partnership Governance

The Partnership will be governed by a Management Board, which will be led by a Management Board Chair.

Management Board Structure

- The Management Board consists of one representative from each organization, agency, and other entity who have become members by virtue of signing this Charter.
- Representatives from non-governmental organizations that are members of the Partnership by virtue of signing this Charter are considered voting members of the Management Board.
- Government agency representatives may serve as ex-officio Management Board members by virtue of signing this Charter.
- Ex-officio Management Board members may provide technical support to the Management Board and participate in subcommittees and Management Board meetings, but shall not serve as the Management Board Chair (or otherwise lead the Management Board) or vote.
- All voting Management Board members will provide the Partnership with the name and contact information for primary and alternate representatives and provide updates if representatives change.
- If voting Management Board members are unable to attend a meeting, they will inform the Management Board Chair and designate their alternate to attend. In the event that a Management Board member or their alternate is unable to attend a meeting, the Management Board Chair or Coordinator will be informed in order to ascertain the existence of a "quorum" (defined as 50% plus one of voting Management Board members) vote at the meeting.

- The Management Board is led by a Chair, whose responsibilities include overall leadership for the Partnership, meeting facilitation and coordination, and representing the Partnership to outside groups.
- The Management Board Chair will be selected by and from among the voting members of the Management Board and will serve for a two-year term, with a maximum of four terms.
- Management Board meetings will be held quarterly via video conference or conference call, until a new schedule is adopted by the Management Board.

Management Board Decision-Making Process

- The Management Board will strive to make decisions through alignment, which means that all members are prepared to support a decision as if it were their first choice.
- If it is clear that unanimous alignment is not possible, the Management Board Chair, in consultation with voting Management Board members can request, the matter be put to a vote.
- On matters where the Management Board Chair determines a vote is required, a quorum of eligible voting Management Board members must be present and all eligible voting Management Board members must be notified of the decision to vote on the matter, when the vote will occur, and must be provided reasonable, detailed information concerning the issue at least five (5) business days prior to the vote.
- All decisions requiring a vote of the Management Board will be decided by a unanimous, minus two, vote of a quorum. A “yes” vote signifies alignment with the decision. Email voting shall be allowed; email votes cast in advance of a meeting shall count toward the quorum.
- Voting Management Board members or their alternate must respect the decisions made and actions taken in their absence or non-response in a timely manner to solicitations for written comment or decision alignment.
- An agenda and supplemental material will be distributed by the Management Board Chair at least five (5) business days prior to all Management Board meetings.
- Minutes from each Management Board meeting will be taken and distributed by a volunteer from the Management Board.

Functions of the Management Board

- Promote the mission and vision, strategy, goals, objectives, and projects of the Partnership.
- Establish rules of membership – qualifications, joining, maintaining, suspending, and dismissing from membership.
- Voting members are charged with selecting the Management Board Chair, subcommittee chairs, and members of the Strategic Planning subcommittee.
- Create and disband subcommittees.
- Coordinate activities of member organizations of the Partnership with regards to the Sierra Meadows Strategy and committee work plans.
- Facilitate communications between member organizations of the Partnership.
- Promote collaborative and productive partnerships between member organizations of the Partnership and collaborating partners in a way that increases the pace, scale, and efficacy of meadow restoration and protection.
- Leverage and optimize resources of member organizations to achieve the Partnership’s goals.

- Evaluate the structure and function of the Management Board on a periodic basis and make adjustments as needed through alignment.
- Conduct monitoring and evaluation of the Partnership and committees on a periodic basis and making adjustments as needed through the established decision-making process until such time at which the Management Board delegates this responsibility to another committee.
- Track accomplishments of the Partnership until such time at which the Management Board delegates this responsibility to another committee.
- Do all the other things necessary to accomplish the goals of the Sierra Meadows Strategy, this Charter, and the MOU.

Subcommittees

- Subcommittees exist and are created to facilitate achievement of the Partnership goals through implementation of the Sierra Meadows Strategy.
- All subcommittees will have a chair. Subcommittee chairs must be members of the Partnership.
- Government agency representatives that serve as ex-officio members of the Partnership may chair subcommittees only upon written approval from the legal counsel of their respective agency. This written approval must be submitted to the Management Board.
- Subcommittee membership and participation is open to all Partnership members and collaborating partners with subcommittee chair approval.
- Members and collaborating partners interested in joining a subcommittee should submit their request to the appropriate subcommittee chair.
- Subcommittee chairs, or a designee, shall give a full report of the subcommittee actions at each Management Board meeting, including at minimum: accomplishments, actions taken, and remaining issues.
- The Management Board, Partnership Coordinator, and other relevant staff will be included in meeting correspondence of all committees and will receive copies of all meeting minutes.

The following is a list of standing subcommittees of the Partnership.

Strategic Planning Subcommittee

The purpose of the Strategic Planning Subcommittee is to provide the Management Board with guidance on strategic direction and identify, evaluate, and adjust Partnership strategies in order to help reach the Partnership's goal; this includes, but is not limited to, developing near-term implementation strategies, developing annual work plans, tracking Partnership accomplishments, establishing metrics of success, and monitoring and evaluating the impacts of the Partnership against these established metrics. Members of this Subcommittee will be selected by voting members of the Management Board.

Communications, Development, and Policy Subcommittee

The purpose of the Communications, Development, and Policy Subcommittee is to cultivate strong meadow restoration and protection networks that would maintain and grow open communications among institutions and individuals with the Sierra Meadows Partnership (SMP), including private landowners; work collaboratively to create unified messages; keep abreast of and respond to policy and funding issues that may impact the Partnership's ability to reach its goals; work with funders and agencies to secure funding for meadow restoration, and ensure the Partnership's interests are represented in resulting plans and policies.

Permitting/Regulatory Subcommittee

The purpose of the Permitting/Regulatory Subcommittee is to improve the regulatory permitting processes for meadow restoration in order to increase the pace and scale of restoration to meet the targets of the Sierra Meadows Partnership as well as state and federal agencies.

Prioritization Subcommittee

The purpose of the Prioritization Subcommittee is to develop a tool that will provide a strategic, flexible approach for prioritizing meadows for restoration and protection in order to maximize project benefits, reach desired meadow conditions as described in the Sierra Meadow Strategy, and increase the efficacy of the Partnership.

Research and Monitoring Subcommittee

The purpose of the Research and Monitoring Subcommittee is to establish a common set of protocols with instructions on field methods and reporting to yield a body of comparable data from all restored and protected meadows in the greater Sierra Nevada region.

Restoration Plan Design Subcommittee

The purpose of the Restoration Plan Design Subcommittee is to develop comprehensive standards and guides for meadow restoration plan, design, and implementation of projects, and build capacity for implementing effective meadow restoration projects in support of the Sierra Meadows Strategy.

Ownership and Use of Products

Members of the Partnership may, on occasion, develop products (such as but not limited to handbooks/guides, whitepapers/reports, tools, data layers, etc.) for use by the Partnership. In such situations, the author(s) should provide a suggested citation and details about how the product can be used.

Fundraising

- Member organizations work in coordination, according to each organization's capacity, to address fundraising needs, opportunities, and challenges.
- If funds are acquired by an organization for the purposes of coordinating the Partnership (e.g., coordinating committees, meetings, workshops, annual gatherings, etc.), the recipient organization will inform the Management Board that such funding has been secured and provide a general overview as to how the funds will be spent and, if applicable, distributed among sub-contractors.
- Members are encouraged to share, when reasonable, details about funds secured for specific projects with the broader Partnership for the purposes of project tracking, information sharing, and collaboration.

Accomplishment Tracking, Monitoring, and Evaluation

The Partnership tracks its accomplishments and progress towards meeting its goals and objectives as articulated in the Sierra Meadows Strategy. The Management Board, in collaboration with the Strategic Planning Subcommittee and the Research and Monitoring Subcommittee, will assist with accomplishment tracking until such time at which the Management Board delegates this responsibility to another committee. Accomplishment tracking includes, but is not limited to, the following:

- Acres of meadow restored, managed, and/or protected in the period from November 2016 to 2030, which reflects the time scale of the Sierra Meadows Strategy.
- Progress towards meeting goals and desired conditions as articulated in the Sierra Meadows Strategy and its Short-, Intermediate-, and Long-Term Plans.
- Progress towards meeting goals and deliverables in subcommittee work plans.

Existing tools such as EcoAtlas and the UC Davis Meadows Clearinghouse can be used to assist in accomplishment tracking in the near-term, and the Partnership will explore use of other tools and/or approaches as they become available.

The Partnership will also regularly monitor, evaluate, and communicate its outcomes and impacts. The Management Board, in collaboration with the Strategic Planning Subcommittee, will assist with monitoring and evaluation until such time at which the Board delegates this responsibility to another subcommittee.

Responsibilities associated with monitoring and evaluation include:

- Conceptualizing and defining inputs, activities, outputs, outcomes, and impacts on behalf of the Partnership as a whole as well as the Management Board and subcommittees.
- Determining and implementing monitoring and evaluation methods and approaches.
- Reporting on the results to the entire Partnership, obtaining feedback, and making adjustments as needed.

General Provisions

Non-Binding Nature

This Charter is legally non-binding and in no way: (i) impairs any member from continuing its own planning or project implementation; (ii) limits a member from exercising its regulatory authority in any matter; (iii) infers that a member's governing body or management will act in any particular manner on a project; or (iv) gives any member any authority over matters within the jurisdiction of any other member. Nothing in this Charter creates any legal rights, obligations, benefits, or trust responsibilities, substantive or procedural, enforceable at law or in equity, by a member or collaborating partner against any other member, a member's officers, collaborating partner, or any person.

Charter Term

This Charter will become effective upon the signatures of a quorum (50%) of designated representatives from organizations that previously signed the Memorandum of Understanding for the purpose of the Sierra Meadows Partnership. The charter will remain in effect through December 31, 2030, at which time, the Charter may be renewed or extended through written agreement of the Management Board.

Revisions and Amendments

This Charter is a living document and is open to revisions and amendment from time to time as necessary by the Management Board through the decision-making process established above. Amendments and revisions will be finalized in writing and communicated to all members.

Relationship of Members

Execution of this Governance Charter (“Charter”) does not create a new legal entity with a separate existence from the individual members. This Charter does not create an “advisory committee” as that term is defined in the Federal Advisory Committee Act, as amended (Pub. L. 92-463). This Charter also does not result in the joint exercise of powers as set forth in California Government Code section 6500 et seq. This Charter is not intended to create a “partnership” as contemplated under Sections 15501, 15611, and 16100 of the California Corporations Code, nor does a joint venture or principal-agent relationship exist between or among the participating organizations. This Charter is not intended to, and does not, impose any legally binding requirements on the individuals and entities that participate in the Partnership as members. Participating in the deliberations, decisions and activities of the Partnership does not create a legal obligation for any of its participants. This Charter neither expands nor is in derogation of those powers and authorities vested in the members, or any of them, by applicable laws, statutes, regulations, or Executive Orders, nor does it modify or supersede any other applicable interagency agreements existing as of the date of this Charter. Members recognize and respect that each participant is first bound to their organization and within their organization’s constraints bring what resources that they can to facilitate the Partnership’s efforts. Signatories to this Charter do not assume liability for any third party claims for damages that arise out of this instrument. The only Authority binding members to the actions resulting from Partnership decisions is the force of good faith effort from each of the signatories.

Terminating the Partnership

The members of the Partnership may determine that the Partnership’s goals are no longer best served by the structure of the Partnership, in which case voting Management Board members may determine to terminate the Partnership through the decision-making process established above.

Organizational Commitment

This Charter and any amendment may be executed in two or more counterparts, and with each participating organization on a separate counterpart, each of which, when executed and delivered, shall be an original and all of which together shall constitute one instrument, with the same force and effect as though all signatures appeared on a single document.

Organization

Primary Representative

Title

Signature

Date

Alternative Representative

Title

Signature

Date