

**MID-ATLANTIC REGIONAL COUNCIL ON THE OCEAN
MANAGEMENT BOARD GOVERNING PRINCIPLES**

FEBRUARY 13, 2013

1. **NAME AND PURPOSES:** The name of the organization is Mid-Atlantic Regional Council on the Ocean (MARCO). The purposes of the organization have been established in the Mid-Atlantic Governors' Agreement on Ocean Conservation (Governors' Agreement) signed by the Governors of New York, New Jersey, Delaware, Maryland, and Virginia in June, 2009. The Governors' Agreement outlines the significance and changing nature of the Mid-Atlantic region, the guiding foundations of the agreement, and the four priority issue areas. The four issues and goals are:

- Coordinate protection of important habitats and sensitive unique offshore areas on a regional scale;
- Collaborate on a regional approach to support the sustainable development of renewable energy in offshore areas;
- Prepare the region's coastal communities for the impacts of climate change on ocean and coastal resources; and
- Promote improvement in the region's coastal water quality.

The Governors also agreed to periodically review the broad policy direction of this agreement and to identify new priority issues for interstate collaboration.

2. **THE COUNCIL:** The members of the Mid-Atlantic Regional Council on the Ocean are the Governors of the states of New York, New Jersey, Delaware, Maryland, and Virginia.
3. **ADDITION OF STATES:** States may be added to MARCO by unanimous consent of the existing members to revise the Governors' Agreement. In such a case, the Management Board shall revise these governing principles accordingly.
4. **EXECUTIVE COMMITTEE:** Each Governor shall designate a lead point of contact to serve on the Executive Committee, which will coordinate the state's activities in the priority areas and implementation of MARCO's direction. The Executive Committee ensures that each state takes the appropriate actions in coordination with the other states, and will direct involvement of state agency personnel. The Executive Committee is responsible for reporting back to the Governors on progress made in addressing the priorities in the Governors' Agreement.
5. **MANAGEMENT BOARD**
- 5.1. **Role/Number:** The business and affairs of MARCO shall be governed by a Management Board which shall be composed of exactly five (5) members, each

representing the state and designated by the state's Executive Committee member. Coastal Zone Management Program or coastal policy representatives from the states have been designated to engage in the coordination activities of MARCO.

- 5.2. Vacancies: Any vacancy on the MARCO Management Board shall be filled by designation by the Executive Committee member of the respective state.
- 5.3. Term: Each member of the MARCO Management Board shall serve at the pleasure of the Executive Committee member of their state. There are no specific terms of office for the Management Board.
- 5.4. Removal: A member of the MARCO Management Board may only be removed by the Executive Committee member of the respective state.
- 5.5. Resignation: If a member of the MARCO Management Board resigns, the Executive Committee member of the respective state shall be asked to designate a replacement.
- 5.6. Conflict Resolution: If a conflict arises out of or related to decisions and actions to be taken by the Management Board, and if the conflict cannot be settled through negotiation, the Management Board members agree first to try in good faith to settle the conflict by developing a workgroup to address the issue. If the conflict is not resolved within an established timeframe agreed to unanimously by the Management Board, the issue will be elevated to the Executive Committee for decision-making.

6. OFFICERS OF THE MANAGEMENT BOARD

6.1 The officers shall consist of Chair and Vice-Chair.

6.2 The Chair shall initially be selected based on a rotation of state leadership in the geographic order of north to south: New York, New Jersey, Delaware, Maryland, Virginia. If a member of the management board declines to serve as Chair when chosen by rotation, the opportunity to become Chair will be offered to the next state in geographic order. Once the Chair position has been offered to every state, all future Chair positions shall rotate to the state that has had the longest duration without serving as Chair.

6.3 The Vice-Chair shall be initially selected based on a rotation of state leadership in the geographic order of north to south, starting with the state that follows the state of the Chair. Once the position of Vice-Chair has been offered to every state, all future Vice-Chair positions shall rotate to the state that has had the longest duration without serving as Vice-Chair.

6.4 Term: Officers shall serve a term of two (2) years. If all remaining states decline to serve as Chair or Vice-Chair, the incumbent may serve a maximum

of one additional term in office.

6.5 Removal: An officer may be removed from office, as determined by a unanimous vote of the four (4) remaining Management Board members.

6.5.1 If the person being removed appeals the decision, the Management Board must enter into the conflict resolution process as described in section 5.6.

6.6 Resignation: An officer may resign by submitting a written resignation to the other members of the Management Board.

6.7 Vacancies: In the case of removal or resignation or any other reason that creates a vacancy in office, the vacancy shall be filled according to the rotation as outlined in section 6.2.

6.8 Authority and Duties: The Officers shall have the authority and responsibility delegated by the Management Board as follows:

6.8.1 The Chair shall preside at and conduct all meetings of the Management Board, and shall perform other tasks as may be assigned by the Management Board.

6.8.2 The Vice-Chair shall perform the duties of the Chair if the Chair is unable to do so or is absent; perform such other tasks as may be assigned by the Management Board and, at the request of the Chair, assist in the performance of the duties of the Chair.

7. APPOINTED OFFICERS: The Management Board may appoint staff or contractors to fulfill other officer duties as follows.

7.1. The Secretary shall keep accurate records of all meetings of the MARCO Management Board; make available notes of the previous meeting and distribute them in advance of each meeting; deliver all notices of meetings to those persons entitled to vote at such meeting; and maintain the notes and a current listing, with contact information, of the members of the Management Board.

7.2. The Treasurer shall ensure there is timely and adequate management of financial resources and reporting to enable the Management Board to monitor the organization's financial resources. The Treasurer shall advise the Management Board of any significant financial matters that require action by the Management Board. If required, the Treasurer shall ensure that the Management Board engages a qualified auditor for an annual examination of the financial statements.

7.3. Other officers appointed by the Management Board shall perform such duties as may be specified by the Management Board or by officers given authority

over them.

8. MANAGEMENT BOARD MEETINGS

- 8.1. Meetings: In-Person Meetings of the MARCO Management Board shall be held at such date, time and location as is determined by the Management Board.
- 8.2. Regular Management Board Meetings: Regular teleconference meetings of the Management Board shall be held at least monthly and may be scheduled more often by the Chair.
- 8.3. Notice of Meetings: Notice of In-Person Management Board meetings shall be in writing and delivered at least thirty (30) days in advance. Notice of regular Management Board meetings by teleconference may be established through a regular Management Board meeting calendar. In any instance, at least three (3) business days' notice will be provided for all Management Board meetings. The agenda for Management Board meetings shall be developed and circulated to the members by the Chair or his/her designee at least one day prior to the start of the meeting. Any member of the Management Board may submit items for inclusion on the agenda. Written notice of meetings may be delivered by electronic transmission.
- 8.4. Executive Session: At any meeting of the Management Board, where a quorum is present, the Management Board may, by a majority vote, decide to enter an executive session in which only voting Members and other designated by the Management Board may be present. The decision to enter executive session shall be recorded in the notes, and actions taken may be recorded in the notes. Executive session notes may be kept separately and confidentially, and need not include the discussion, only actions taken.
- 8.5. Quorum: At meetings of the Management Board, a quorum shall consist of three (3) state representative members of the Management Board.
- 8.6. Voting: Each state shall have one (1) vote, to be cast by the state's appointed member of the Management Board or his/her designee (proxy). The Management Board member may delegate all or part of his/her voting powers to his or her designee. The MARCO Management Board may establish policies via consensus that further detail decision-making and administrative processes, consistent with these governing principles.
 - 8.6.1. Certain actions require a unanimous vote of the Management Board. Those items include any proposed changes to the Governors' Agreement, any changes to these governing principles, and any appointment of an Executive Director of MARCO.
 - 8.6.1.1. If the Management Board cannot reach a unanimous decision, the issue becomes elevated to the conflict resolution process as described in section 5.6.
 - 8.6.2. All actions by the Management Board require consensus unless otherwise

listed in these governing principles. Consensus is defined as an absence of “no” votes and at least three consenting members vote yes. If a Management Board member and their proxy are absent from a meeting, one of them must submit a vote within three (3) business days following the meeting. If a vote is not submitted, after the close of the third business day it shall be considered an abstention.

8.6.2.1. If the Management Board cannot reach consensus, the issue becomes elevated to the conflict resolution process as described in section 5.6.

8.7. Telephone and Electronic Participation: Members may participate in Management Board meetings and vote on matters discussed therein, by means of a conference telephone or similar communications equipment by means of which all persons participating in such meeting can hear each other at the same time. Participation by such means shall constitute in person presence of the Member at the meeting.

8.8. Action Without a Meeting:

8.8.1. The Management Board may take action without a meeting (for example, to vote on a motion via email or telephone call). All Management Board members (or their proxies) must participate in the email or telephone conversation for the decision to take place. If consent (unanimous or consensus) is not achieved, the action (e.g., motion) must be postponed to the next meeting or conference call.

9. COMMITTEES: The Management Board may designate one or more committees, by consensus resolution of the Management Board. The Management Board shall establish a name, purposes and composition of each committee. Committees may be referred to as task forces, advisory panels or any such name as appropriate to the role as determined by a consensus of the Management Board. The Management Board, as well as individual MARCO states, shall select and appoint the members and the Chairs of all committees. The Management Board Chair may serve as an *ex officio* member of any committee. Committees shall serve in an advisory role to the Management Board, and shall only take action on items authorized by the Management Board.

10. ACTION TEAMS: The MARCO Management Board may establish Action Teams to carry out programs of MARCO. The MARCO Management Board may identify state, federal, or other representatives to serve on Action Teams.

11. FISCAL AGENT OR SPONSORING ORGANIZATION: The Management Board may designate a 501(c)(3) nonprofit agency or other suitable organization to serve as a Fiscal Agent or Sponsoring Organization to act on behalf of MARCO to carry out functions such as: employing staff and contractors; providing staff on detail to MARCO; applying for and receiving grant funds; managing finances, human resources Information Technology (IT) and other administrative functions; serving as

signatory on contracts, and other such services. All agreements for fiscal agency or sponsorship must be clearly outlined in a memorandum of understanding and signed by the Management Board Chair.

12. APPOINTED OFFICERS AND STAFF: All personnel actions taken by the Management Board as enumerated below must be consistent with the personnel policies of the Fiscal Agent or Sponsoring Organization, and actions must be coordinated with the Fiscal Agent or Sponsoring Organization as the legal employer of MARCO staff.
 - 12.1. The Management Board may appoint an Executive Director with a title appropriate to the position. Other staff shall be appointed by the Executive Director.
 - 12.2. The Management Board may delegate duties and customary authority to the Executive Director of the organization. The duties and authority delegated shall be recorded in a written job description.
 - 12.3. The Executive Director shall be subject to hire and termination by the Management Board. Other appointed staff shall be subject to hire and termination by the Executive Director.
 - 12.4. Except when the Management Board is meeting in executive session, the Executive Director shall attend and participate in meetings of the Management Board and of committees as staff to the Management Board and the committees but shall not be entitled to a vote.
 - 12.5. If MARCO operates without an Executive Director, the MARCO Management Board may appoint other staff to manage the affairs of the Council. Such staff shall be subject to hire and termination by the Management Board, consistent with the policies of the Fiscal Agent and/or Sponsoring Organization.
13. CONFLICT OF INTEREST: Each member of the Management Board and their designated proxies are governed by the conflict of interest policy of his or her state. The MARCO personnel are governed by the conflict of interest policy of the Fiscal Agent or Sponsoring Organization.
14. RECORDS: MARCO shall keep correct and complete books and records of account and shall also keep notes of the proceedings of the Management Board, and all committees, a record of the names and addresses of the Executive Committee and Management Board members as well as the Governors' Agreement, MARCO Management Board Governing Principles (this document), and Management Board approved policies, and shall make all such documents available to the Management Board electronically. Notes of the Management Board meetings shall be posted electronically within one (1) business day of the meeting. MARCO Management Board members may submit edits to the notes prior to the next meeting of the Management Board. After ten (10) business days, the notes of the meeting shall be considered final and become part of the official record of the MARCO Management

Board.

15. AMENDMENTS: These governing principles may be amended by a unanimous vote of the Management Board. Any proposed amendment(s) must be submitted to the Management Board members in writing with written notice at least ten (10) days prior to the date of the meeting at which a decision on the proposed amendment(s) will be made.
16. REIMBURSEMENT FOR EXPENSES: Members of the MARCO Management Board may be reimbursed by MARCO, through its Fiscal Agent or Sponsoring Organization, according to the adopted policies.