

PUGET SOUND PARTNERSHIP  
LEADERSHIP COUNCIL  
CHARTER  
April 21, 2011

Preamble:

We, the members of the Leadership Council of the Puget Sound Partnership, duly appointed by the Governor of the State of Washington, under the authority of section 90.71.220 of the Revised Code of Washington (RCW), have a vision of a healthy, sustainable ecosystem that supports the prosperity of present and future generations in Puget Sound. As the Council that oversees the vital work of the Puget Sound Partnership, we appreciate the historic significance of our appointments in the context of the preceding restoration efforts and the mounting complexity of the world in which we now work. Puget Sound's serious decline is the result of a century and a half of human activity. However, inexorable regional population growth coupled with the predicted acute complications from climate change increase our sense of urgency to achieve this region's vision for a restored and protected Puget Sound. The time is now. To that end, we approve this charter to help clarify the Council's organization, roles, responsibilities, characteristics, actions, and procedures in reaching this vision.

Mission:

To lead a science-based, results-driven and accountable publicly embraced partnership to implement a strategic recovery plan, the Action Agenda, for the restoration and protection of Puget Sound by 2020.

Principles:

1. The Leadership Council strives to be open, transparent, inclusive, and accountable in all its actions
2. The Council strives to lead with integrity and accountability. We expect to exhibit the highest ethical standards in our work and deliberations as well as a willingness to act on and be accountable for our collective and individual decisions.
3. The Council strives to use informed judgment and thoughtfulness in its decision-making. Our decision-making processes should demonstrate a willingness to thoroughly discuss issues, ask questions, express reservations and voice dissent.
4. The Council's decisions will be strategic and science-based and reflect a Sound-wide long-term perspective
5. The Council will facilitate coordination and communication among the multiple entities working to restore Puget Sound, to ensure recovery proceeds efficiently and effectively using an inclusive, collaborative, and respectful process that is responsive to the highest priority needs
6. The Council will facilitate and support outreach and education efforts to build public support for and understanding of Puget Sound recovery
7. The Council will look for new innovative, collaborative, and empowering ways to reach the vision

## **Article I – Council Membership**

1. The Leadership Council is comprised of a chair designated by the Governor and six additional members appointed by the Governor. The Governor will ask the advice and consent of the Senate in making the appointments.
2. The appointments will be served in four-year terms. The terms of the original Council members are staggered.
3. Members of the council are eligible for reappointment.
4. The Governor may remove any member of the Council.
5. Members whose terms expire shall continue to serve until reappointed or replaced by a new member.
6. If unable to complete the term the member must notify the Governor’s office and appropriate staff in a letter of resignation including date effective and terms of availability while a replacement is decided upon.
7. Each member of the Council is an equal participant in the process and has an equal opportunity to voice opinions and contribute ideas. Upon a formal vote, if a member is in disagreement with the majority, a minority report statement may be requested.
8. Council members are listed on the Partnership website ([www.psp.wa.gov](http://www.psp.wa.gov)). The Council annually selects a vice-chair. The Partnership provides staff support to the Council.

### *Special Committees and Participation by Invitation*

From time to time, the Council may establish subcommittees and advisory committees as appropriate to assist the Council. Subcommittees shall include not more than three Council members but may include other volunteers as needed. Subcommittees shall establish a charter or clear understanding of the subcommittee’s role, timing, membership and expected products.

## **Article II – Authority**

The Council was created in 2007 by ESSB 5372, codified at Chapter 90.71 RCW. The role of the Council is to serve as the decision-making body of the Partnership, and to provide vision, leadership, and direction towards meeting the Governor and Legislature’s goal of restoring Puget Sound by 2020.

1. To that end, the Council possesses all of the authorities and responsibilities contained in RCW 90.71.230(1):
  - (a) Provide leadership and have responsibility for the functions of the Partnership, including adopting, revising, and guiding the implementation of the Action Agenda, allocating funds for Puget Sound recovery, providing progress and other reports, setting strategic priorities and benchmarks, adopting and applying accountability measures, and making appointments to the Ecosystem Coordination Board and Science Panel;
  - (b) Adopt rules, in accordance with chapter 34.05 RCW;
  - (c) Create subcommittees and advisory committees as appropriate to assist the council;
  - (d) Enter into, amend, and terminate contracts with individuals, corporations, or research institutions to effectuate the purposes of this chapter;
  - (e) Make grants to governmental and nongovernmental entities to effectuate the purposes of this chapter;
  - (f) Receive such gifts, grants, and endowments, in trust or otherwise, for the use and benefit of the partnership to effectuate the purposes of this chapter;

- (g) Promote extensive public awareness, education, and participation in Puget Sound protection and recovery;
  - (h) Work collaboratively with the Hood Canal Coordinating Council established in chapter 90.88 RCW on Hood Canal-specific issues;
  - (i) Maintain complete and consolidated financial information to ensure that all funds received and expended to implement the action agenda have been accounted for; and
  - (j) Such other powers and duties as are necessary and appropriate to carry out the provisions of this chapter.
2. The Leadership Council may delegate functions to the Chair and to the Executive Director; however the Council may not delegate its decisional authority regarding developing or amending the Action Agenda.
  3. The Council shall work closely with existing organizations and all levels of government to ensure that the Action Agenda and its implementation are scientifically sound, efficient, and achieve necessary results to accomplish recovery of Puget Sound to health by 2020.
  4. The Council shall support, engage, and foster collaboration among watershed groups to assist in the recovery of Puget Sound.
  5. When working with federally recognized Indian Tribes to develop and implement the Action Agenda, the Council shall conform to the procedures and standards required in a government-to-governmental relationship with tribes under the 1989 Centennial Accord between the state of Washington and the sovereign tribal governments in the state of Washington.

Limitations on Authority

RCW 90.71.360 also establishes the following limits on the Partnership's authority:

1. The Partnership shall not have regulatory authority nor authority to transfer the responsibility for, or implementation of, any state regulatory program, unless otherwise specifically authorized by the legislature.
2. The Action Agenda may not create a legally enforceable duty to review or approve permits, or to adopt plans or regulations.
3. The Action Agenda may not authorize the adoption of rules under chapter 34.05 RCW creating a legally enforceable duty applicable to the review or approval of permits or to the adoption of plans or regulations.
4. No action of the Partnership may alter the forest practices rules adopted pursuant to chapter 76.09 RCW, or any associated habitat conservation plan.
5. Nothing in RCW 90.71 limits or alters the existing legal authority of local governments, nor does it create a legally enforceable duty upon local governments. When a local government proposes to take an action inconsistent with the Action Agenda, it shall inform the Council and identify the reasons for taking the action. If a local government chooses to take an action inconsistent with the Action Agenda or chooses not to take action required by the Action Agenda, it will be subject to the accountability measures in this chapter which can be used at the discretion of the Council.

## **Article III - Roles**

### *Role of the Chair*

1. Shall preside at all meetings of the Council. The Chair may designate, on a short-term basis, the performance of these presiding duties to another member.
2. Has the full right of his/her vote, recorded only in a tie-breaking vote.
3. May call special meetings in accordance with state law.
4. Speaks for and is the designated spokesperson for Council matters.
5. Signs documents of the Council.
6. Oversees actions of the Council, and staff implementation of Council directions.
7. Establishes meeting agendas, in coordination with the Director.
8. Ensures a regular performance evaluation process for the Director.

### *Role of the Council Members*

1. Council members serve as ambassadors for the work of the Puget Sound Partnership.
2. All members will be mindful of the impacts of their public and private statements will have on the climate of this effort, particularly the spirit of attempting to solve problems collectively. Members shall also take special care to differentiate between representing the Leadership Council or Puget Sound Partnership versus personal opinion when writing or speaking independently or in other venues.
3. No Council member may make unilateral decisions or take action without the consent of the Council as a whole. Individual members must use discretion to avoid the appearance of speaking for the Council unless specifically authorized to do so.
4. Council members help shape regional priorities for Puget Sound recovery, facilitate communication and collaboration, and support outreach efforts. Members are expected to be informed by their specific experiences, volunteer efforts, and employment history, while providing a regional perspective in their decisions.
5. Members shall be assigned to an Action Area to serve as liaison and provide another link to the Partnership.
6. Members must be familiar with and operate within the Council's governing statutes and Charter, and state and federal laws at all times.
7. Members will be responsive and available to the needs of the Executive Director and staff and provide guidance and direction as requested.
8. Council members accept the responsibility to come to the meetings prepared for the discussions. Issues will be addressed in a problem-solving and collaborative atmosphere.
9. Members are expected to attend regularly scheduled Council meetings and shall notify staff of any expected absence. The absent member may also submit written comments that will be distributed to the other Council members. In the event a member has had more than three consecutive absences, the Chair may request the Director to forward the member's attendance record to the Office of the Governor for consideration of continued suitability to serve.

### *Roles of the Executive Director and Staff*

1. The Executive Director and other staff are responsible for timely preparation of meeting materials and ad-hoc briefing materials for Council use.
2. The Executive Director and staff shall offer their expertise and will provide information necessary to the discussions in a timely and complete manner. The Executive Director and

staff shall establish regular communication with Leadership Council members to keep them well informed and seek their advice between meetings.

3. The Puget Sound Partnership administers all business, contracts, and expenses for the Council, and the Executive Director has and is delegated all necessary authorities to accomplish these functions.
4. The Executive Director may speak for and advocate for the strategic directions, decisions, and general policies of the Council, but may not commit the Council on future policy issues without consultation with the Chair.

#### The Public's Role and Responsibilities

1. The Council seeks the expertise, interests, perspectives and comments of the public and stakeholders. To allow public input, time will be set aside during the meetings for citizen comments, likely toward the end of each substantive section of the agenda but before the Council makes a decision on a given topic. The Council shall request that citizen comments be focused on the topic of the moment, and reserves the right to limit the time or scope of public comments.
2. The Council also invites written comments from the public interested parties. Those comments, whether directed to a specific Council member or to the Council as a whole, should be sent to the Partnership's office and will be promptly forwarded. Written comments will be distributed to all Council members, who shall consider them before deliberations or actions.

### **Article IV – Elections**

The Vice-Chair is selected annually by majority vote of the Council members and shall serve for one year. The election will be held in the first scheduled meeting after June.

### **Article V - Equal Access.**

Persons with disabilities have an equal right and opportunity for effective participation in the activities of the Council. To afford members of the public who have disabilities an equal opportunity to participate, meetings subject to the Open Public Meetings Act shall be held in facilities, which are wheelchair accessible. Public notices regarding such meetings shall include a statement that sign language interpreters, materials in Braille, large print or tape, and other necessary auxiliary aids will be provided with advance notice. Notices should include the name and phone number of the individual responsible for coordinating such requests. The relevant statutes are RCW 42.30.010 and 42.30.900.

### **Article VI – Meeting Procedures and Documents**

#### Parliamentary Process

1. The Chair or Vice-chair shall preside at Council meetings. If both the Chair and Vice-chair are absent, a majority of Council members present may determine who shall preside at that meeting.
2. Council discussions and decision making processes generally will be guided by “Robert’s Rules” processes. The Chair may waive technical parliamentary issues as needed for effective discussion or clarification of issues and action items.
3. A quorum of the Council is defined as a majority of the Council.

4. The Council will undertake to make its decisions in a collaborative manner, with decisions that reflect consensus of the members where possible.
5. An action of the Council shall be by majority vote at a meeting where a quorum is present.
6. The Chair, as a voting member of the Council, may participate in all discussion and debate, express opinions, and shall exercise the vote.

#### Meetings

1. All regular and special meetings of the Council are open public meetings as defined in Chapter 42.30 RCW.
2. Attendees desiring to provide comments to the Council during meetings must obtain recognition from the presiding member.
3. When more than a quorum of members is gathered to discuss business of the Council, in person OR electronically, their discussions or actions must be consistent with the open public meeting laws, including notice to the public when required.
4. The Council meets at least quarterly scheduled at the beginning of the year. The schedule can be accessed on the Partnership's website. Schedule changes may occur to best address the goals of the Partnership. Meetings are held in different locations in the Puget Sound region.
5. The Chair and Executive Director may call special meetings.

#### Documents

1. Draft agendas will be prepared by the Director in conjunction with the Chair. The Chair, working with the Executive Director, shall have the sole discretion on the inclusion and placement of items on the Council's proposed agenda. At the commencement of each regular meeting, the Council Members adopt or modify the agenda for the session.
2. All materials for the Council's meeting packet or meeting day shall be submitted through the Partnership at its mail or electronic address.
3. In preparing staff materials for Council review and action, the director shall seek the inclusion of all interested parties' material perspectives, shall offer alternatives for Council consideration, and shall prepare drafts of proposed action Resolutions for the Council's discussions and decisions.
4. Following the conclusion of each meeting, staff will develop a summary of key decisions and discussions. The official record of the meeting is provided by electronic recording, in conjunction with the meeting notebook, and is generally not transcribed. The Summary Meeting Notes serve as a condensation and outline of all action items and major discussions.
5. The Public Records Act, RCW 42.56 applies to the records of the Council. The minutes of all Council meetings will be retained by the Partnership in accordance with its retention schedules and made available for public inspection and copying.

### **Article VII - Adoption of and Amendments to Bylaws**

Adoption of, and amendments to, this charter require a majority vote of all appointed Council members.

The Leadership Council of the Puget Sound Partnership approves this charter during a regular meeting of the Council this \_\_\_\_ day of \_\_\_\_\_, 2011.