

Briefing for PWSRCAC Board of Directors – May 2023

ACTION ITEM

Sponsor: Donna Schantz and the Board of Directors

Project number and name or topic: 210 – Board Committee Appointments

1. **Description of agenda item:** Appointments are made annually to four of the standing Board and ad hoc committees; the Finance Committee, the Long Range Planning Committee (LRPC), Board Governance Committee (BGC), and Legislative Affairs Committee (LAC). The purpose of this agenda item is to solicit interest and appoint members to the following committees:

Finance Committee: By resolution, the Finance Committee must be seated at the time the operating budget is adopted. The committee will be comprised of the newly elected Treasurer, who shall chair the committee, and at least three members of the Board of Directors. The most recent Finance Committee was comprised of Wayne Donaldson (Treasurer), Robert Archibald, Mako Haggerty, and Angela Totemoff. Once appointed, the Finance Committee will be charged with: reviewing interim financial reports and proposed budgets; meeting with the independent auditor at least annually to review the scope of each year’s annual audit and the findings of such audit; meeting with PWSRCAC’s management and financial staff to review internal controls and to develop additional interim reporting methods to assist the Board; and assisting staff and/or auditors with the drafting of the annual financial statements and notes. Estimated time commitment is 4-5 meetings per year.

Long Range Planning Committee: The Board approves the annual process for Long Range Planning and budgeting. The process begins with the appointment of Board members to the LRPC each year in May. At least three members of the Board of Directors are desired to serve on the committee, as well as the chairs of all five technical committees. The most recent LRPC was comprised of Directors Robert Archibald, Amanda Bauer, Elijah Jackson, and Angela Totemoff; Cathy Hart from the IE Committee; and the five technical committee chairs. Estimated time commitment is 5-6 meetings per year, including the December and January in-person workshops. The Long Range Planning Committee is an ad hoc Committee and as such is not included as a Standing Committee in PWSRCAC Bylaws.

Board Governance Committee: BGC is responsible for the organizational health and effectiveness of the Board. Its responsibilities include Board development, which includes training new Board members, as well as ongoing development of Board job descriptions. The BGC is also responsible for annually reviewing the Council’s bylaws and practices and recommending any changes it deems appropriate related to Board structure or operations. By way of example, the BGC should periodically review the manner in which meetings are conducted, the responsibilities of the Board officers,

and the use of both standing and ad hoc committees. The BGC shall assist the President of the Board by recommending action in appropriate circumstances on issues regarding individual Board members, including their participation or lack thereof with regard to Council's activities. Per its Charter, the BGC shall consist of at least three Board members. The most recent BGC was comprised of Dorothy Moore, Mike Bender, Luke Hasenbank, and Robert Beedle. Estimated time commitment is 3-5 meetings per year, as needed.

Legislative Affairs Committee: The LAC monitors developments in the Alaska State Legislature and on a federal level, recommends action to be taken to the full PWSRCAC Board of Directors, and, as directed by the Board, communicates PWSRCAC positions to lawmakers. The Committee's work is supported by outside contractors to monitor pertinent state and federal matters. LAC should consist of at least three Board members. The most recent Legislative Affairs Committee was comprised of Dorothy Moore, Robert Archibald, Mako Haggerty, Robert Beedle, Kirk Zinck, and Elijah Jackson. Estimated time commitment is one meeting every other week throughout the legislative season. In addition, two Board members are budgeted to travel to Juneau and Washington, D.C., for legislative outreach visits.

2. **Why is this item important to PWSRCAC:** Members of the Board of Directors have a responsibility to oversee various tasks of the Council. It is important that each of these committees be staffed with Board member appointees annually to ensure sufficient Board participation and direction.

3. **Action Requested of the Board of Directors:** Appoint Board members to the following committees:

- Finance Committee (Treasurer and at least three Board members).
- Long Range Planning Committee (at least three Board members), the five technical committee chairs and consideration of approving volunteer Cathy Hart.
- Board Governance Committee (at least three Board members).
- Legislative Affairs Committee (at least three Board members).

4. **Alternatives:** None proposed.

5. **Attachments:**

- A. Excerpts from PWSRCAC Bylaws on Standing Committees
- B. Resolution 03-03 Creating the Finance Committee
- C. Board Governance Committee Charter

Excerpts from PWSRCAC Bylaws Regarding Standing Committees

3.18.1 Creation of Committees. The Board may designate and appoint one or more standing or temporary committees, including an Executive Committee, from its own number and invest such committees with such powers as it may see fit, subject to such conditions as may be prescribed by the Board, these Bylaws and applicable law. The designation and appointment of any such committee and the delegation of authority thereto shall not relieve the Board or any individual Director of any responsibility imposed by law. The Board may also designate and appoint one or more standing or temporary committees that may include persons other than Directors, but it shall not delegate to any such committee any authority or responsibility imposed on the Board by law, the articles of incorporation or these Bylaws. Members may be appointed to the standing committees, other than the Executive Committee, by the Executive Committee or by Board poll. Such appointments shall be ratified at the next meeting of the full Board.

3.18.2 Authority Standing of Committees.

3.18.2.1 Executive Committee. The Executive Committee shall be composed of the officers of the corporation other than the Executive Director and a member at large and may include two additional members at large from the board of directors. Subject to limitations on authority imposed by the Board, the Executive Committee shall have and may exercise all of the authority of the Board, except that no such committee shall have the authority to (1) amend the Articles of Incorporation, (2) adopt a plan of merger or consolidation with another corporation, (3) authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation, (4) authorize the voluntary dissolution of the corporation or revoke proceedings therefore, (5) adopt a plan for the distribution of the assets of the corporation, (6) amend these Bylaws, or (7) approve or substantially modify the corporation's budget and/or contractual commitments.

3.18.2.2 Board Governance Committee. The Board Governance Committee is responsible for the organizational health and effectiveness of the Board. Its responsibilities include Board development, which includes training new Board members, as well as ongoing development of Board position job descriptions. The Board Governance Committee also is responsible for annually reviewing the Council's Bylaws and practices and recommending any changes it deems appropriate related to Board structure or operations. By way of example, the Board Governance Committee should periodically review the manner in which meetings are conducted, the responsibilities of the Board officers, and the use of both standing and ad hoc committees. The Board Governance Committee shall adopt and abide by a Charter approved by the Board. The Board Governance Committee shall assist the President of the Board and chairs of the Council's committees, recommending action in appropriate circumstances, in issues regarding individual Board Members, including their participation or lack thereof with regard to council's activities.

3.18.2.3 Finance Committee. The responsibility of the Finance Committee is to assist the Board in carrying out its fiduciary responsibility to oversee the financial affairs of the organization and the annual independent audit of the Council's finances. The duties of the Finance Committee may include review and / or recommendation to the Board regarding acceptance or amendment of interim financial reports and proposed budgets. The Finance Committee will meet with the independent auditor at least annually to review the scope of the annual audits and audit findings, review internal controls, annual financial statements, the IRS Form 990, and review and provide guidance on risk management, insurance policies, property management, procurement, contracting policies, insurance, fiscal ethics and compliance programs, and overall fiscal governance. The Finance Committee shall be appointed to one-year terms by the Board at the May Board meeting or at the time the budget is adopted. The Committee shall be comprised of the Treasurer, who shall chair the Committee and at least three members of the Board of Directors. (Resolution 03-03).

3.18.2.4 Legislative Affairs Committee. The responsibility of the Legislative Affairs Committee is to advise the Board on state and federal legislative matters directly related to the PWSRCAC mission and its duties as set forth in the Oil Pollution Act of 1990 (OPA 90) and the contract with Alyeska Pipeline Service Company. The responsibilities of the Legislative Affairs Committee may include advising the Board on legislative priorities, relevant legislation and regulations, administrative actions, and department budgets. The Committee may produce informational materials on legislative priorities that educate and inform, make recommendation to the staff on administrative actions that advance legislative priorities, and participate in legislative visits to Juneau and Washington D.C. Committee members shall serve one-year terms and shall be appointed by the Board at the May Board meeting. The Committee shall be comprised of at least four Board members.

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Regional Citizens' Advisory Council / "Citizens promoting environmentally safe operation of the Alyeska terminal and associated tankers."

In Anchorage: 3709 Spenard Road / Anchorage, Alaska 99503 / (907) 277-7222 / FAX (907) 277-4523
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RESOLUTION 03-03

MEMBERS

- Alaska State Chamber of Commerce
Alaska Wilderness Recreation & Tourism Association
Chugach Alaska Corporation
City of Cordova
City of Homer
City of Kodiak
City of Seldevia
City of Seward
City of Valdez
City of Whittier
Community of Chenega Bay
Community of Tatitlek
Cordova District Fishermen United
Kenai Peninsula Borough
Kodiak Island Borough
Kodiak Village Mayors Association
Oil Spill Region Environmental Coalition
Prince William Sound Aquaculture Corporation

WHEREAS, Article 3.18.1 of the Bylaws of the Prince William Sound Regional Citizens' Advisory Council provides for the creation of committees by resolution of the Board of Directors; and

WHEREAS, the Board of Directors has determined that the creation of a Finance Committee will assist them in their fiduciary responsibility of overseeing the financial affairs of the organization.

NOW, THEREFORE, BE IT RESOLVED that a Finance Committee shall be created;

FURTHER RESOLVED, that the Finance Committee shall be comprised of the of the Treasurer who shall chair the committee and at least three members of the Board of Directors;

FURTHER RESOLVED, that the members of the Finance Committee shall be appointed to one-year terms by the Board of Directors at the May board meeting or the time the budget is adopted;

FURTHER RESOLVED, that the Finance Committee shall be charged with:

- (a) Reviewing interim financial reports and proposed budgets and making recommendations to the Board for acceptance or changes to the reports and budgets;
(b) Meeting with the independent auditor at least annually to review the scope of each year's annual audit and the findings of such audits;
(c) Meeting with PWSRCAC's management and financial staff to review internal controls and develop additional interim reporting methods to assist the Board;
(d) Assisting staff and/or auditors with the drafting of the annual financial statements and notes.

Handwritten signature of the President

President

Date: 9/25/03

Handwritten signature of the Secretary

Secretary

Board Governance Committee Charter

Prince William Sound Regional Citizens' Advisory Council

Purpose. The Board Governance Committee is responsible for the organizational health and effectiveness of the Board.

Responsibilities. The Board Governance Committee has the following responsibilities, as established by the Council Board:

- Adopt and abide by a Charter approved by the Board.
- Annually review the Council's Bylaws and practices, and recommend any changes it deems appropriate related to Board structure or operations. By way of example, the Board Governance Committee should periodically review the manner in which meetings are conducted, the responsibilities of the Board officers, and the use of both board-only standing and ad hoc committees.
- Board development recommendations, which includes training for new Board members, as well as ongoing development of Board position job descriptions.
- Assist the President of the Board and chairs of the Council's committees, recommending action in appropriate circumstances, in issues regarding individual Board Members, including their participation or lack thereof with regard to council's activities.

Membership, Quorum, and Terms of Service. The Governance Committee consists of at least three Board members appointed in accordance with Sec. 3.18.1 of the Council Bylaws.

Committee members are appointed annually. The Committee selects its own Chair annually from among the members of the Committee. A quorum consists of three members.

Accountability. The Governance Committee is accountable to the Board of Directors.

Responsible Staff Person. The Executive Director, or his or her designee, is responsible for the administration of the work of the Governance Committee.

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