

## Briefing for PWSRCAC Board of Directors – September 2020

## ACTION ITEM

**Sponsor:** Board Governance Committee  
**Project number and name or topic:** Board Policy Amendments

1. **Description of agenda item:** Both the PWSRCAC By Laws and the BGC Charter state that one of the responsibilities of the Board Governance Committee (BGC) is to annually review the Board Policies. This year BGC went through the policies thoroughly and developed a set of amendment recommendations. These proposed amendments are primarily policy updates, edits for clarification purposes, and new cross references so that the policies are easier to navigate. There is one new policy proposed related to vessel charters and one policy proposed for deletion dealing with exceptions to policies because it is redundant.
2. **Why is this item important to PWSRCAC:** In order for a nonprofit organization to be successful and to ensure that it operates lawfully, ethically, professionally, and consistent with its contractual and fiduciary responsibilities, it is important that good internal policies and procedures be in place. Reviewing Board Policies on a regular basis ensures that the policies are up to date and still relevant.
3. **Previous actions taken by the Board on this item:** The BGC and the Board of Directors regularly review and update PWSRCAC policies.
4. **Summary of policy, issues, support or opposition:** The proposed amendments are mostly updates, clarifications, and cross reference additions. There is one new policy proposed related to vessel charters. BGC thought it was important to add this policy because of our regular use of vessel charters and because that mode of transportation might be used more often due to COVID-19 induced changes in the airline industry and operational restrictions impacting PWSRCAC's ability to monitor oil spill drills and exercises from industry platforms. There is no opposition to these amendments that BGC is aware of.
5. **Committee Recommendation:** The Board Governance Committee recommends adoption of the proposed Policy amendments.
6. **Relationship to LRP and Budget:** Not Applicable.
7. **Action Requested of the Board of Directors:** Approve the set of proposed Board Policy Amendments forwarded by the Board Governance Committee.
8. **Alternatives:** The Board could approve the entire set of amendments, approve some but not others, or send the policies back to BGC for further consideration.
9. **Attachments:** A redlined copy of the proposed policy amendments showing both new and deleted language.

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## Proposed Policy Amendments

September 2020

### Board of Directors Category

#### # 107 - Director Responsibilities: Directors will:

- Review and understand PWSRCAC's bylaws and obligations under the Alyeska contract and OPA90.
- ~~Directors will~~ Solicit input from and provide input to their member organizations.
- ~~Directors will~~ Annually declare all potential conflicts of interest (policy 101); complete the statement of residency (policy 100); and, sign the PWSRCAC code of conduct (policy 511).
- ~~Directors shall~~ Establish PWSRCAC policy and official positions on specific issues, ~~and~~
- Approve the annual budget.
- ~~Directors also~~ Hire, fire and evaluate, **and determine whether to retain** the Executive Director. **See policy 621 for more on Executive Director evaluations.**

**# 110 - Action Without a Quorum in an Emergency:** In the event of an emergency, including an oil spill, a threatened spill or a fire at the Valdez Marine Terminal or similar circumstances that require immediate action by the corporation and if a quorum of the Board or Executive Committee is unavailable, the Executive Director may exercise all powers to deal with the emergency that may be exercised by the Executive Committee subject to the following limitations: (i) The Executive Director shall communicate with as many members of the Board as can be contacted by phone, fax, e-mail or in person and shall notify those persons of his or her proposed actions; and (ii) The Executive Director shall convene a quorum of the Executive Committee as soon as possible to explain his or her prior actions.

For purposes of this policy, an emergency may exist when one of the following criteria is met: 1) PWSRCAC has been informed of a spill by industry (i.e. Alyeska, ~~BP, etc.~~ **one of the owner companies, or a shipper**); or 2) A spill is reported of 10 barrels or more; or 3) Fishing vessels have been called out by SERVS for response to an actual spill; or 4) The Alyeska/SERVS Valdez Emergency Operations Center has been activated, or the Regional Stakeholders Committee has been activated in response to an actual spill; or 5) Oil has been reported spilled on water with weather conditions that make it difficult to determine volume, and the potential/most probable spill volume exceeded the 10-barrel threshold.

Full response activation involves the entire staff, and results in immediate notification to all Board members and member entities. The decision to elevate a response is based on the Executive Director's assessment of the incident in consultation and concurrence with at least one Board Officer. The criteria for fire and hazardous chemical emergency at the Valdez Marine Terminal are similar to those for an oil spill.

**# 111 - Distribution of Audio Recordings from Board Meetings:** Requests for audio recordings from PWSRCAC regular meetings shall be distributed ~~charging~~ at a cost of up to \$25.00 per meeting. There is no charge for audio recordings for Directors or Member Organizations.

#### Fiscal Category

**# 305 - Spending Authority during an oil spill:** In the event of an oil spill or other emergency and without the timely availability of a quorum of the Board of Directors, the Executive Director may spend up on \$150,000 for emergency response. ~~Board concurrence must be obtained as soon as a quorum is available.~~ See policy 110 “Action Without a Quorum in an Emergency” for specific criteria. The Executive Director must notify the Board members of the emergency and convene a quorum of the Executive Committee as soon as possible to explain the actions taken.

**# 307 – Lobbying Expenses:** Lobbying expenses shall be treated under 501(H) of the Internal Revenue Code for the purpose of calculating maximum lobbying costs. For more on lobbying, see policies 400, 401, and 402.

#### Organizational Category

**# 500 - Areas of Work:** PWSRCAC areas of work shall be Consistent with the Oil Pollution Act of 1990 and the contract with Alyeska Pipeline Service Company. The broad areas of work include: 1) Oil spill prevention and response; 2) ~~Environmental impact of Terminal operations and environmental Monitoring;~~ 3) Port operations and vessel traffic systems ~~Biological population diversity baseline research with systems approach;~~ 4) Scientific research and long-term environmental monitoring ~~Socioeconomic and physiological baseline research;~~ and, 5) Information, education, and public ~~Citizen~~ outreach.

#### Travel Category

**# 700.04 - Volunteer Travel Objectives:** For the purposes of the Policy 700 travel policy series, “Volunteer” is defined as the designated board director of a member entity or a standing Committee member. Travel by a volunteer is meant to support the operational needs of the organization. It is expected that travel for these individuals will be related to projects or programs in which the traveler is actively involved. If the PWSRCAC booth is present at a conference or other function, volunteers in attendance must spend a proportionate amount of time manning the booth.

**# 700.05 Volunteer Travel Reports:** Volunteers who travel to out-of-state or international destinations are required to submit a written travel report. The report will describe goals, results and recommendations of the trip. Staff will provide suggested trip report guidelines. Reports will be retained in the PWSRCAC database.

**# 700.06 - Valdez Marine Terminal/SERVS Familiarization:** All PWSRCAC volunteers are expected to become familiar with the VMT and SERVS facilities. Volunteer orientation should include an in-person ~~including a terminal tour,~~ is required within the previous two years before

travel expenses to conferences, trainings, etc., will be paid. Periodic review of the PWSRCAC slide presentation **of the VMT and SERVS facilities once every two years** and Executive Director's validation of familiarity with the VMT and SERVS may substitute for **an in-person visit in subsequent years.** ~~this requirement after the first visit.~~ The Executive Committee may grant a postponement of this requirement if weather or unusual circumstances occur. PWSRCAC volunteers whose jobs take them into regular contact with the Valdez Marine Terminal and SERVS vessels are not required to complete a SERVS/VMT tour before out-of-state travel is approved. PWSRCAC staff are required to complete a terminal tour prior to approval of out-of-state travel.

**# 700.08 - Air Charters:** Air charters for individuals may be used as a mode of travel **provided that the charter operator is pre-approved, has the required certificates, and is properly licensed and insured.** If possible, arrangements should be made to obtain seat fares on regularly scheduled flights. All PWSRCAC air charters must be arranged through the PWSRCAC offices. If a special charter is required **for volunteers or staff, any other passengers who are not PWSRCAC volunteers or staff will be charged their share of the** equivalent seat fare for the same route or a per capita share of the total charter cost, **whichever is less.** ~~will be charged for this service. Any other passengers will be charged their share of the total cost of the charter on a per capita basis.~~

**Proposed New Policy [# TBD] Vessel Charters:** **Vessel charters for volunteers or staff may on occasion be the most efficient, practical, or convenient mode of travel. Vessel charters may be used as a mode of travel provided that this mode is pre-approved and the charter operator maintains the proper licenses, inspection records, and insurance. All vessel charters must be arranged through the PWSRCAC offices. If a special charter is required for PWSRCAC volunteers or staff, other passengers will be charged their per capita share of the total charter cost.**

**# 700.10 - Combined Travel:** Combination of PWSRCAC travel with personal or non-PWSRCAC business travel purposes will be allowed only in cases where there is no increased cost to PWSRCAC. Authorization and purpose of combined travel must comply with standard PWSRCAC travel policy provisions, including any required pre-approval. Reimbursement for combined travel expenses will not include meals, lodging, local transportation or incidentals incurred during the non-PWSRCAC portion. Combined travel may include alternate dates, modes of travel or additional segments.

In order **for the traveler** to qualify for reimbursement, **PWSRCAC staff will complete** ~~the traveler must complete and submit~~ a combined travel cost comparison analysis **on the standard form before travel is booked.** ~~with their reimbursement request.~~ The analysis must fully document the cost of travel for the PWSRCAC business alone and compare this cost to the combined travel actual cost. Any cost of travel exceeding PWSRCAC travel within the guidelines must be paid by the traveler. **As an alternative to reimbursement, staff may book the entire trip and bill the traveler for any costs that exceed PWSRCAC business related travel.**

~~# 700.11 Travel, Date Approved: 3/12/2004— Exceptions to Policy:~~ Requests for exceptions to this policy must be presented in writing to the Executive Committee no later than when the agenda is prepared for the last regularly scheduled Executive Committee meeting two weeks prior to the date of travel. **Delete this policy in its entirety. Policy 109 covers all policy exceptions.**

**# 710.01 - Travel Expense Reimbursement Calculation Method for Lodging, Meals, and Incidentals:** Board, Committee and staff members will be reimbursed for the cost of reasonable and customary expenses for meals, lodging and incidentals according to **applicable Federal per diem and travel reimbursement standards and** the following:

- \*\* Travel of less than 12 hours with no overnight stay: actual documented expenses (with receipts), but in any case not to exceed equivalent federal per diem amounts.
- \*\* Travel of more than 12 hours but less than 24 hours, with no overnight stay: 75% of applicable meal and incidental expense rate, mileage, and other reimbursable expenses less meal deduction.
- \*\* Travel of more than 24 hours with overnight stay: Use the lodging plus per diem method. Actual lodging cost not to exceed the applicable maximum lodging rate unless higher rate is justified and authorized. 75% of applicable meal and incidental rate for the day of departure, 100% of applicable meal and incidental rate for full days of travel, and 75% of applicable meal and incidental rate for the last day of travel. Mileage and other reimbursable expenses less meal deductions.

**# 710.10 - Meals Provided at Meetings:** When meals are provided at meetings, a deduction consistent with Federal per diem guidelines will be made from meal reimbursements. **Exceptions to this policy may be authorized by the Executive Director in special circumstances, including, but not limited to, occasions when dietary restrictions may prevent the traveler from eating the meal provided.**

**# 710.12 Standard Mode of Travel:** **In general,** the standard mode of point-to-point travel **is by air.** ~~The standard mode of~~ for air travel is coach class on a regularly-scheduled air carrier serving that route or Air Charter as specified in ~~Section~~ **Policy 700.08.**

**# 710.13 Alternate Means of Transportation:** Point-to-point transportation via alternate means will be paid up to the equivalent cost of the standard mode. **Exceptions may be authorized by the Executive Director in special circumstances where the overall cost to PWSRCAC is less, or the alternate means of travel results in increased efficacy or convenience for the traveler.** "Alternate means" is defined as any transport or combination of travel modes not described by ~~section~~ **Policy 710.12, including vessel charters (Policy #TBD).** Reimbursement for the cost of driving will be made for actual miles driven at the current **Internal Revenue Service mileage reimbursement rate** ~~Federal Mileage Rate.~~

**721.02 Board Authorization and Purposes:** Board members may undertake and be reimbursed for in-state travel for the purposes listed below on their own authority:

- ~~Regular~~ Quarterly Board Meetings
- In-person meetings of the Executive Committee
- In-person meetings of the Standing Committees
- In-person meetings of Board Sub-committees
- In-person meetings of Project Teams of which they are a member
- In-person meetings of Work Groups of which they are a member
- Training courses offered to all board members
- Conventions and Symposiums offered to all board members

Board members may undertake and be reimbursed for **other** in-state travel with **prior** approval or concurrence with the Executive Director and Board President (or their designee).

**721.03 Committee Authorization and Purposes:** Committee volunteers may undertake and be reimbursed for in-state travel for the purposes listed below on their own authority:

- ~~Regular~~ Quarterly Board Meetings
- In-person meetings of the Standing Committee of which they are a member
- In-person meetings of Project Teams of which they are a member
- In-person meetings of Work Groups of which they are a member
- Training courses offered to all volunteers
- Conventions and Symposiums offered to all volunteers
- **All other in-state travel must have prior Executive Committee approval.**

**721.04 Staff Authorization and Purposes:** Staff members may undertake and be reimbursed for in-state travel for the purposes listed below with the approval of the Executive Director:

- ~~Regular~~ Quarterly Board Meetings
- In-person meetings of the Executive Committee
- In-person meetings of the Standing Committees
- In-person meetings of Board Sub-committees
- In-person meetings of Project Teams of which they are a member
- In-person meetings of Work Groups of which they are a member
- Training courses
- Conventions and Symposiums
- Work assignments

**722.02 Out-of-State Travel Authorization and Purposes:** Requests for out-of-state travel for board members and committee volunteers must be submitted in writing using the Out-of-State Travel Request form no later than when the agenda is prepared for the last regularly scheduled Executive Committee meeting two weeks prior to the date of travel.

~~Board members may undertake and be reimbursed for out-of-state travel for the purposes listed below only with approval of the Executive Committee:~~

- ~~Training courses offered to all board members~~
- ~~Conventions and Symposiums offered to all board members~~
- ~~Business Meetings~~

~~Committee Volunteers may undertake and be reimbursed for out-of-state travel for the purposes listed below only with approval of the Executive Committee:~~

- ~~Training courses offered to all volunteers~~
- ~~Conventions and Symposiums offered to all volunteers~~
- ~~Business Meetings~~

~~Staff members may undertake and be reimbursed for out-of-state travel for the purposes listed below with the approval of the Executive Director:~~

- ~~Quarterly Board Meetings~~
- ~~In person meetings of the Executive Committee~~
- ~~In person meetings of the Standing Committees~~
- ~~In person meetings of Board Sub-committees~~
- ~~In person meetings of Project Teams of which they are a member~~
- ~~In person meetings of Work Groups of which they are a member~~
- ~~Training courses~~
- ~~Conventions and Symposiums~~
- ~~Work assignments~~

**723.02 International Travel Authorization and Purposes:** Requests for international travel **for board members, committee volunteers and staff** must be submitted in writing using the Out-of-State Travel Request form no later than when the agenda is prepared for the last regularly scheduled Executive Committee meeting and at least two weeks prior to the date of travel.

~~Board members and committee volunteers may undertake and be reimbursed for international travel for the purposes listed below only with approval of the Executive Committee:~~

- ~~Training courses offered to all board members and/or committee volunteers~~
- ~~Conventions and Symposiums offered to all board members and/or committee volunteers~~

~~Staff members may undertake and be reimbursed for international travel for the purposes listed below only with approval of the Executive Committee:~~

- ~~Training courses~~
- ~~Conventions and Symposiums~~
- ~~Work assignments~~