



## **Delmarva Land and Litter Collaborative Governance and Operating Procedures/Principles**

**2020**

*This document defines the mission, vision and goals; composition, governance and decision-making processes; and standard operating procedures of the Delmarva Land and Litter Collaborative.*

**i. Mission**

The Delmarva Land and Litter Collaborative (DLLC) is a forum for diverse partners to identify solutions that support both healthy and productive ecosystems, and farming and poultry on Delmarva.

**ii. Vision and Goals**

Delmarva Land and Litter Collaborative members believe that significant progress can be achieved in meeting the nutrient reduction goals that have been established for the agricultural sector. Working together we are committed to supporting solutions for land management that will improve the productivity of agricultural lands, protect water quality in our local waterways and the Chesapeake Bay, and strengthen the economy to preserve and protect the region's rural and cultural heritage.

DLLC members embrace the following vision and goals:

*Farming and poultry production on Delmarva are economically viable, environmentally sound, and can serve as a national model.*

- *Convene a forum of a diverse group of respected members and create a collaborative approach to achieve DLLC's mission.*
- *Engage with stakeholders to learn about both the needs and possible solutions that will support both healthy and productive ecosystems, and farming and poultry on Delmarva.*
- *Craft and vet credible solutions that address regional issues related to the mission.*
- *Share information, solutions and recommendations with stakeholders and decision makers.*
- *Diversify and leverage resources to support the mission.*

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**iii. Friends of the DLLC**

Any individual, organization, business, agency or institution that embraces the Delmarva Land and Litter Collaborative vision, goals and operating procedures is invited to become a “Friend of the Collaborative”. Friends are not required to pay fees or dues to join DLLC, however financial contributions are welcome. Friends commit to:

- i. Share reports and information disseminated by DLLC with their respective members or peers;
- ii. Provide input to the Steering Committee on ways the DLLC goals can be attained;
- iii. Be publicly listed as a “Friend” of DLLC;
- iv. Participate in DLLC public forums;
- v. Collaborate in a constructive manner with other DLLC members, and support the consensus-based, decision-making process that the DLLC follows; and
- vi. Agree to follow the operating procedures of this governance document when presenting on behalf of DLLC or presenting DLLC products.

If there is any question about whether a “Friend” is an appropriate collaborating partner, the Steering Committee will decide.

**iv. Structure and Governance**

The DLLC is a voluntary, unincorporated association of individuals and organizations directed and controlled by its Steering Committee. DLLC currently operates through the facilities of Solutions from the Land (SfL), a 501 (c) (3) organization which functions as the fiduciary agent and legal host of the DLLC on terms established by mutual consent between SfL and the Steering Committee. The DLLC structure and governance model should be reviewed annually to determine whether any changes are necessary.

**DLLC Steering Committee:**

The DLLC is guided by a Steering Committee composed of a balanced mix of the “Friends of the Collaborative”. Steering Committee members are nominated by the Executive Committee and voted in by the Steering Committee. Steering Committee members serve one-year terms and may be re-elected. The Steering Committee will be no larger than 30 members (Chairs plus members). Members representing regulatory government agencies are included as part of the 30

members but serve as advisors and do not vote. Moreover, non-voting members will be identified as advisors on organizational materials (e.g., website, fact sheets, etc.) and will not be listed on DLLC letterhead.

The Steering Committee's primary responsibilities include:

- i. Providing a mechanism for inter-partner and member communication, coordination and cooperation in support of the DLLC goals;
- ii. Identifying priority issues and tasks to be pursued by the DLLC;
- iii. Receiving and taking action on reports and/or recommendations advanced by DLLC Workgroups and Committees;
- iv. Electing a Chair, Vice Chair and Past Chair representing a balance of agricultural and environmental interests.
- v. Developing objectives and strategies to achieve the DLLC vision;
- vi. Updating and prioritizing goals, establishing timelines for expected achievement of goals, and vetting goals with Friends of DLLC;
- vii. Annually reviewing the DLLC operating procedures/principles, making adjustments as necessary to ensure the effective functioning of the DLLC;
- viii. Reviewing and approving significant changes to the DLLC website or other public messaging in the name of the DLLC: and
- ix. Attending all scheduled Steering Committee meetings. If a member misses two consecutive meetings without extenuating circumstances, the Executive Committee will ask the member to step down.

**DLLC Executive Committee:**

The Executive Committee is the management and oversight body of the DLLC, responsible for ensuring its effective functioning. The Executive Committee is composed of the Chair, Vice Chair and Past Chair of the DLLC Steering Committee plus four (4) at-large Steering Committee members elected annually by the same body, making a total of seven (7). Executive Committee members serve one-year terms, with the option to serve up to four years. The Executive Committee's at-large members must represent the diversity of interests represented by the Steering Committee. The Executive Committee's primary responsibilities include:

- i. Nominating members for election to the Steering Committee;

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- ii. Requesting a special election to fill vacancies on the Steering Committee;
- iii. Establishing DLLC Workgroups and Committees and ensuring that their work remains in alignment with priorities and objectives established by the Steering Committee;
- iv. Reviewing and approving annual DLLC budgets, based on approved goals and work plans;
- v. Monitoring expenditures against approved budgets;
- vi. Organizing and implementing fund development work;
- vii. Creating and vetting any public statements issued in the name of the DLLC (This function can be delegated to co-chairs and/or staff);
- viii. Monitoring and reporting progress on DLLC initiatives;
- ix. Organizing and managing DLLC meetings;
- x. Coordinating DLLC public forums;
- xi. Managing and reviewing the performance of DLLC contractors (staff) and Project Coordinator;
- xii. Reviewing and approving grant applications; and
- xiii. Determining and recommending to the Steering Committee if restructuring or termination of DLLC is appropriate.

**DLLC Chair, Vice Chair and Past Chair**

The Chair serves a one-year term and will rotate each year between an agricultural and an environmental/conservation representative. The Vice Chair will serve with the expectation that she or he will become the Chair during the next cycle. The Vice Chair may be chosen from the current at-large Executive Committee or Steering Committee members. The Vice Chair position will rotate each year between an agricultural and an environmental/conservation representative. If a Chair, Vice Chair or Past Chair position cannot be filled as stated above, the Steering Committee will nominate and elect someone from the Steering Committee to fill the position.

The DLLC Chair presides over DLLC Steering and Executive Committee meetings.

Additionally, the Chair, Vice Chair and Past Chair:

- i. Contribute to the development of, and approve, meeting agendas;
- ii. Appoint Chairs and members to DLLC Workgroups and Committees;
- iii. Serve as DLLC's official liaisons to external organizations and agencies; and
- iv. Designate or serve as primary spokespersons of the DLLC.

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## **Standard Operating Procedures for Delmarva Land and Litter Collaborative**

The following procedures describe how DLLC operates:

### **Decision Making**

DLLC makes decisions through consensus agreement. If a decision cannot be reached by consensus, a “super” voting majority, i.e. 2/3rds of any DLLC body (Steering Committee, Executive Committee, Committee or Workgroup) will determine the outcome for organizational decisions (examples include but are not limited to changing the Governance document, developing a new Workgroup, establishing a Strategic Plan, etc.)

Prior to a vote, every effort to reach consensus must be made. If a decision cannot be reached by consensus, the dissenters will be asked to draft an alternative approach for the consideration of the group. If alternatives do not facilitate the achievement of consensus, a vote can be taken to establish an official position.

For signature products that will be released in DLLC’s name (examples include, but are not limited, to Workgroup Reports and new DLLC data driven tools), if consensus cannot be reached at the workgroup level, the Executive Committee will determine how to proceed to maintain DLLC collaboration while advancing work toward our mission and goals.

### **Meetings**

All DLLC meetings are open:

- a) Friends- periodic meetings of DLLC Friends will be organized by the Executive Committee to report progress, share developments and identify/prioritize work needed to support the successful attainment of the DLLC vision and goals.
- b) Steering Committee- The DLLC Steering Committee will meet as needed but will strive to hold quarterly in-person meetings.
- c) Executive Committee- The DLLC Executive Committee will meet in-person as needed, supplemented by periodic teleconference calls.

### **Budget Formulation**

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An annual budget will be prepared by the Executive Committee and submitted for approval by the Steering Committee.

### **Financial Reports and Expenditure Approval**

The fiduciary agent will produce a quarterly financial report detailing DLLC income and expenses, and project to date totals. These reports shall be reviewed by the Executive Committee and disseminated to the Steering Committee by the DLLC Finance Chair, who will be a member of, and elected by, the Executive Committee.

Invoices for expenses incurred will be reviewed and approved by the Finance Chair prior to payment. Any non-budgeted expenditures must be approved in advance by the Executive Committee.

### **Support Staff**

DLLC is staffed through in-kind contributions of members, and dedicated service providers as decided by the Executive Committee.

### **Creation of Workgroups**

Responsibility for creating any DLLC Workgroup lies with the DLLC Executive Committee and approved by the Steering Committee. The Executive Committee will define the mission and duration of any workgroup and offer recommendations for its leaders and members with approval of the Steering Committee. The Workgroup will develop a scope including name of Workgroup, statement of purpose, tasks, timeline and expected outcomes. The scope will be approved by the Executive Committee and the Steering Committee. Workgroups and their members are accountable to the Executive Committee and this governance document.

### **Workgroup Product Development and Communication**

- i. The Executive Committee will review and approve report deliverables, including an initial project scope and outline, draft, and final report.
- ii. The Communications Committee should be included in all report development processes and shall develop a communication plan, if appropriate, for Workgroup products.
- iii. All final deliverables must be reviewed by the Communications Committee and approved by the Steering Committee before being released to the public.

- iv. Public and professional presentations of DLLC products, or on behalf of DLLC, will be developed through Workgroup collaboration and approved by the Executive Committee.

### **Creation of Committees**

Committees are created by the DLLC Executive Committee, with approval by the Steering Committee, to address DLLC operational needs. The Executive Committee will define the mission, structure and duration of the Committees and offer recommendations for its leaders and members.

Standing Committees and their missions:

#### **i. Development Committee**

- a. Objective: Provide leadership to the efforts to develop resources (financial and in-kind) for the work of the DLLC by:
  - Establishing a plan and process for resource development; and
  - Assuming working responsibility for the execution of the process.
- b. Structure:
  - Committee of three (3) led by a chair with two other members. At least one member must be from the agricultural community and one from the environmental community. Members are appointed by the Executive Committee;
  - Works under the direction of, and reports to, the Executive Committee;
  - Works in collaboration with contract staff in developing plan and its execution;
  - Enlists the assistance of other members of the Steering Committee for outreach to potential donors; and
  - Meets at least quarterly to review progress in achieving plan goals, with subsequent reporting to Executive Committee.

#### **ii. Communications Committee**

- a. Objective: Provide leadership and guidance to develop and communicate the DLLC mission and structure, as well as Workgroup products and other pertinent information in an effective manner to both internal and external audiences by:

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- Establishing a plan and protocol for communicating DLLC’s work products and opinions; and
  - Assuming responsibility, with the contract staff and DLLC’s Executive Committee, for the execution of this plan and protocol.
- b. Structure:
- The committee will be led by a chair or co-chairs who are members of the DLLC Steering Committee;
  - Other committee members may include Steering Committee members, members of their organization’s communications staff, or others from the communications field who are Friends of the DLLC;
  - Committee members may include a mix of agricultural, environmental, and government agency representation.

**Communication Protocols**

- i. Steering Committee Members agree to have their name and organization logo displayed on the DLLC website, factsheet, annual report and other marketing material. This does not include signature products and official letters that must be handled according to the policies in this document.
- ii. Steering Committee Members agree to use the email group list (listserv), website, and shared Google Drive to facilitate interaction and collaboration.
- iii. All official communications on behalf of the DLLC with media (print, online, and on-air) shall be run through the Executive Committee. The DLLC Co-Chairs will be identified as the primary spokespersons for the DLLC in any of the above forms of public communication.
- iv. Official letters, policy or other statements issued on behalf of DLLC on organizational letterhead must be approved by the Executive Committee and then distributed to the entire Steering Committee for review and full consensus by all members. Every Steering Committee member must provide a yes or no vote. The vote must be unanimous for the letter or statement to be released. Lack of **full membership response** to requests for approval mean that DLLC cannot issue the letter/statement/policy in question. Voting members are asked to designate a proxy when they will be unavailable by email.

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- v. While within DLLC events, each member agrees to work for the good of the DLLC, outside of DLLC meetings members speak as representatives of their respective organizations. All DLLC Steering Committee members will agree to abide as much as possible by the group's overarching, agreed-upon messages.

### **Conflict of Interest**

DLLC participants are expected to be honest with one another, commit to consensus building and a high standard of conduct, and act not in their personal interest, but solely in the best interest of the DLLC.

### **Standards of Conduct**

In order to promote civility and constructive dialogue, Steering Committee members and Friends of DLLC will commit to the following standards of conduct while participating in DLLC activities:

- Maintain a focus on our shared vision;
- Advance and practice teamwork;
- Share leadership and ownership, credit and responsibility<sup>1</sup>;
- Promote mutual respect, trust and honesty;
- Listen to the views of others carefully and try to understand their point of view;
- If you have a concern about views expressed by others, address it during the meeting;
- Silence will be construed as agreement;
- Constructive disagreement is healthy and results in better decisions;
- Don't just identify problems, offer solutions;
- Seek consensus-based decisions, taking multiple perspectives into consideration;
- If agreement by all participants on an issue is not possible, seek to develop a clear and balanced statement on the areas of disagreement.

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<sup>1</sup> Conservation Partnership- Statement of Cooperation

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### *Donation Acceptance Policy*

- i. DLLC may accept donations from individuals, members, corporations, foundations and government entities as allowed under the policies of its fiduciary sponsor, Solutions from the Land. Donations that are accepted will generally be applied to DLLC's general operating fund (unrestricted funds). The Development Committee will recommend to the Executive Committee how donations should be applied. The Executive Committee shall bring the proposal to the Steering Committee for final approval if the amount is over \$2,500 annually and has not been previously approved in the budget.
- ii. DLLC may accept donations that will support a specific project or work product. In such cases, donations may be accepted if authority for administering the project and development of the product rests solely with DLLC. In conjunction with accepting such restricted funds, a memorandum of understanding will be developed between the donor and DLLC outlining the terms and conditions. DLLC reserves the right to not accept funds if it appears to compromise DLLC's independence, objectivity, or science and may suggest a DLLC member or other more appropriate organization.
- iii. DLLC may elect to refuse donations of cash, securities, real estate or other items of value if there is reason to believe that such donations are incompatible with our mission, conflict with our core values, or would create a financial, administrative or programmatic burden. The DLLC Chair of Development is directed to refer these donations to the Executive Committee for guidance on a case-by-case basis. DLLC Steering Committee members are encouraged to alert our Chair, or members of the Executive Committee, of any concerns they may have about the appropriateness of accepting any donation.
- iv. DLLC may elect to refuse donations of any type if the donation poses:
  - A conflict of interest - including but not limited to real conflicts of interests, appearances of conflicts of interest, or perceived conflicts of interest.
  - Potential for private benefit – including but not limited to real potential for private benefit, appearances of private benefit, or perceived private benefit.
- v. Acceptance of a donation by DLLC:
  - Does not imply endorsement by DLLC.
  - Does not grant donor automatic permission to use the DLLC logo on their website or marketing materials. Use of logo may be considered on a case by case situation.

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- Does imply that the donor agrees with and supports DLLC's mission, vision and values.
- Will be publicly acknowledged on the DLLC website by listing the donor's name and/or logo.