NATIONAL FISH HABITAT PARTNERSHIP

Board Member Guide

A Manual for
Members of the
National Fish Habitat Board

Updated October 2014

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Introduction

Congratulations on your appointment to the National Fish Habitat Board. This manual provides background for you in your role as a Board member, and includes the Board's charter and useful definitions in the appendix.

The 22-member Board was established to promote, oversee and coordinate the National Fish Habitat Partnership (Partnership) and implementation of the National Fish Habitat Action Plan (Plan). You will serve alongside aquatic conservation leaders from across the United States. The Board includes members from federal, state and tribal governments as well as conservation organizations and industry.

This Board sets priorities in line with the Action Plan, makes decisions on budgets, approves and guides Fish Habitat Partnerships, develops national measures of success and evaluation criteria for partnerships, and reports to Congress, states, and other partners on the status and accomplishments of the Partnership. The Board is supported by staff and committees.

Membership on the Board marks you and your organization as a leader in fish habitat conservation, and gives you an opportunity to contribute to the Partnership's vision of "healthy habitats, healthy fish, healthy people, and healthy economies". Your work with the Board and the Partnership will have an impact on aquatic habitats in our country for generations to come.

Sincerely,

Kelly Hepler

HISTORY OF THE NATIONAL FISH HABITAT PARTNERSHIP

Determined to reverse the declines of America's fish habitats, leaders from state and federal agencies, tribes, foundations, conservation and angling groups, businesses and industries joined together to create the National Fish Habitat Action Plan (Plan). The approach is similar to the effort undertaken for waterfowl and their habitat in the 1980s through the North American Waterfowl Management Plan.

Development of the Plan began in 2001 when an *ad hoc* group of fisheries interests, led by the Sport Fishing and Boating Partnership Council, explored the concept of developing a partnership for fish habitat. The effort built momentum in 2003 when the Association of Fish and Wildlife Agencies issued an endorsement and agreed to take a leadership role. The Association appointed a diverse work group that drafted the Plan in 2005-06. The Plan was signed on April 24, 2006 by the Secretaries of Interior and Commerce and the President and Executive Director of the Association.

In September 2006, the National Fish Habitat Board held its inaugural meeting and approved its charter under the chairmanship of John Cooper (South Dakota Department of Game, Fish and Parks). In subsequent meetings, the Board developed policies and guidance for Fish Habitat Partnerships and formally recognized Partnerships that met the criteria; approved a framework for assessing the condition of the nation's fish habitats; and issued the report *Through a Fish's Eye: The Status of Fish Habitats in the United States 2010*. The Board annually bestows National Fish Habitat Awards to honor individuals or entities that demonstrate extraordinary dedication, innovation or excellence in aquatic resource conservation and annually announces "Ten Waters to Watch", which represent a snapshot of key conservation efforts in progress. Kelly Hepler (Alaska Department of Fish and Game) has chaired the Board since May 2008.

Under the leadership of the Board, the National Fish Habitat Partnership has grown to include thousands of organizations and individuals in all 50 states, and has met the objectives of the original Plan. In July 2012 the Board issued the 2nd Edition of the Plan, identifying new objectives to build upon past progress.

The National Fish Habitat Action Plan encompasses five important lessons that emerge from America's past efforts to protect and restore fish habitat:

- be strategic rather than merely opportunistic
- address the causes of and processes behind fish habitat decline, rather than the symptoms
- provide increased and sustained investment to allow for long-term success
- monitor and be accountable for scientifically sound and measurable results
- share information and knowledge at all levels from local communities to Congress

The Plan offers an unprecedented opportunity to meet the challenges of protecting, restoring and enhancing aquatic habitats on a national scale. The plan's vision of healthy habitats, healthy fish, healthy people and healthy economies will be achieved through cooperation, investment and stewardship. This vision will result in local actions that yield measurable social, economic and ecological benefits — and more fish!

MISSION, GOALS, AND OBJECTIVES
(from the National Fish Habitat Action Plan, 2nd Edition, July 2012)

Mission

The Mission of the National Fish Habitat Partnership is to protect, restore, and enhance the nation's fish and aquatic communities through partnerships that foster fish habitat conservation and improve the quality of life for the American people. This mission will be achieved by:

- Supporting Fish Habitat Partnerships and ensuring their effectiveness.
- Mobilizing and focusing national and local support for achieving fish habitat conservation goals
- Measuring and communicating the status and needs of aquatic habitats
- Providing national leadership and coordination to conserve fish habitats

Goals

- Protect and maintain intact and healthy aquatic systems
- Prevent further degradation of fish habitats that have been adversely affected
- Reverse declines in the quality and quantity of aquatic habitats to improve the overall health of fish and other aquatic organisms
- Increase the quality and quantity of fish habitats that support a broad natural diversity of fish and other aquatic species

Objectives

1. Achieve measurable habitat conservation results through strategic actions of Fish Habitat Partnerships that improve ecological condition, restore natural processes, or prevent the decline of intact and healthy systems leading to better fish habitat conditions and increased fishing opportunities.
2. Establish a consensus set of national conservation strategies as a framework to guide future actions and investment by the Fish Habitat Partnerships by 2013.
3. Broaden the community of support for fish habitat conservation by increasing fishing opportunities, fostering the participation of local communities – especially young people – in conservation activities, and raising public awareness of the role healthy fish habitats play in the quality of life and economic well-being of local communities
4. Fill gaps in the National Fish Habitat Assessment and its associated database to empower strategic conservation action supported by broadly available scientific information, and integrate socio-economic data in the analysis to improve people's lives in a manner consistent with fish habitat conservation goals.
5. Communicate the conservation outcomes produced collectively by Fish Habitat Partnerships, as well as new opportunities and voluntary approaches for conserving fish habitat, to the public and conservation partners.

THE NATIONAL FISH HABITAT BOARD

The Board consists of up to 22 members. Except those who serve by virtue of their office, members are appointed by the Board's Executive Leadership Team, consisting of the President and Executive Director of the Association of Fish and Wildlife Agencies; Assistant Administrator for Fisheries, National Oceanic and Atmospheric Administration; and the Director of the U.S. Fish and Wildlife Service. See the Board charter in Appendix B for details.

State Government Representatives
The Board includes **five state fish and wildlife agency representative** and the **Executive Director of the Association of Fish and Wildlife Agencies**.

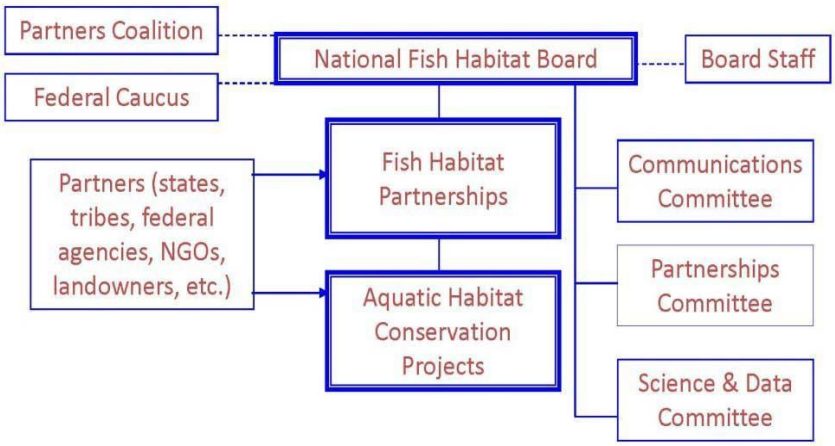
Federal Government Representatives
The Board includes up to **five federal agency representatives**. These include the Assistant Administrator for Fisheries, National Oceanic and Atmospheric Administration, and the Director of the U.S. Fish and Wildlife Service, Department of the Interior, who serve by virtue of their office.

Indian Tribal Representation
The Board includes **at least one representative from an Indian tribal or native Alaskan government**.

Non-Governmental Organizations
The **National Fish and Wildlife Foundation** and the **American Fisheries Society** each nominate a representative for approval by the ELT.

Other Groups
The remaining **eight members are appointed from a range of interests** including: sportfishing, commercial fishing, sportfishing industry, academic, and land and aquatic resource conservation organizations. In addition, these members are appointed to ensure the Board includes a balance of governmental and non-governmental organizations and a balance of freshwater and marine interests.

Figure 1. National Fish Habitat Partnership structure



ROLES AND EXPECTATIONS OF BOARD MEMBERS

General Board Position Description

Board members must be organized, proactive, analytical and creative thinkers, and should have excellent coalition building skills. Board members represent the views of their organization and sector, but must also be able to keep in mind the bigger picture, i.e. what's in it for all instead of what's in it for my group. They must be willing to invest time and energy in the Board and the Partnership, and participate in Board meetings to the best of their ability. We encourage all Board members to:

- advocate actively for the National Fish Habitat Partnership
- help the 18 board-approved Fish Habitat Partnerships leverage resources, and
- work to enhance collaboration among partners
- identify challenges facing fish habitats and resources to address the challenges.

Code of Conduct

Members appointed to the National Fish Habitat Board are expected to conduct themselves in a professional manner using the highest principles, values, and standards, to guide their interactions and decisions as a Board member. Members should seek to guide the Partnership in a way that contributes to the welfare of its key stakeholders and respects the rights of all constituents affected by its operations.

Board Member Commitment

Members of the Board are expected to participate in three or more Board meetings per year (at least two in person and one conference call) plus related activities. While there are no specific time commitments, members should be willing to spend whatever time is necessary to become informed about agenda topics and engaged during the Board meeting discussions and decisions. Members should carefully review Board meeting briefing books, provided in advance of meetings.

Committees and Workgroups

Board members may be asked to serve on *ad hoc* committees or workgroups that are formed to accomplish specific tasks undertaken by the Board. Every Board member should expect to serve on one or more of these committees during his/her tenure as Board member.

Board Member Travel Expenses

The Board has travel assistance funding built-in to its budget annually for members to utilize if necessary for travel to and from Board meetings. Please contact Ryan Roberts or Matt Menashes to inquire about travel expenses.

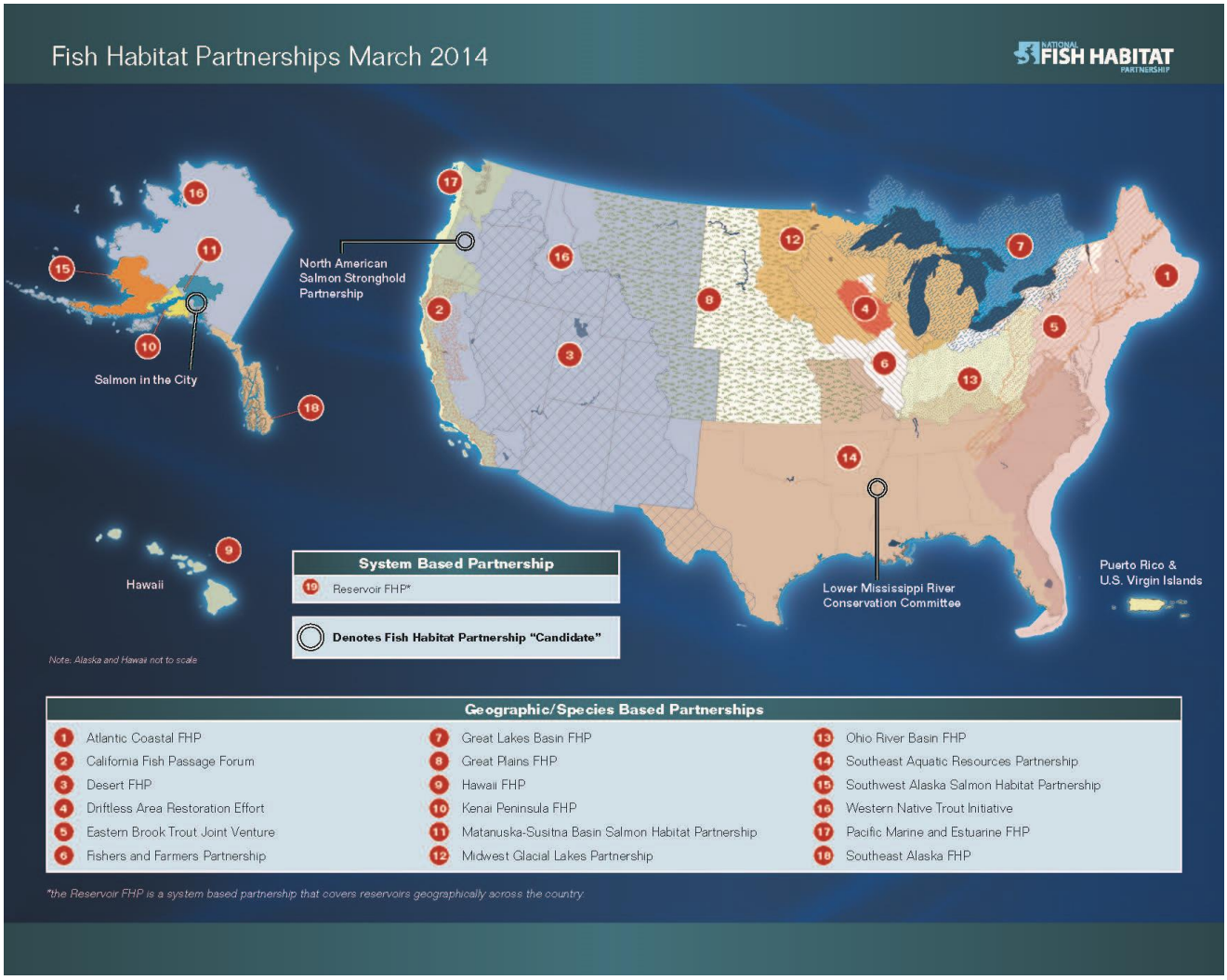
Federal Agency Involvement on the Board

Federal employees serving as members of the Board may participate in discussions, offer proposed suggestions for Board actions, and advance the goal of further integrating agency programs with respect to fishery habitat conservation. This includes engaging in discussions of agency policy, advising other Board members about their own agency's goals and criteria in awarding funds, and commenting on proposed suggestions for program activities. In all cases, federal employees may offer to make recommendations to other officials within their own agencies regarding ideas and concepts discussed during Board meetings and conferences.

The Federal Advisory Committee Act (FACA) provides an orderly procedure for federal agencies to seek advice and assistance from citizens and experts. Any time a federal agency intends to establish, control, or manage an advisory group that includes persons other than federal, state, tribal, or local government

employees operating in their official capacities, the agency must comply with FACA and implementation guidelines. The Board is not nominally or actually controlled by federal agencies; therefore, **the Board is not an "advisory committee" as defined by the Federal Advisory Committee Act**. State and private members maintain a leading, active role in the management and direction of the Board, and the Board is a collaborative undertaking, not predominately an advisory body to federal agencies.

Figure 2. The Fish Habitat Partnerships



FISH HABITAT PARTNERSHIPS

Nineteen Fish Habitat Partnerships are implementing aquatic habitat conservation projects across the nation based on their scientific assessments and strategic plans. Each Fish Habitat Partnership was recognized by the Board after demonstrating that it met the criteria established by the Board in the Policies and Guidance for Fish Habitat Partnerships. The 19 recognized Fish Habitat Partnerships and three "Candidate" Fish Habitat Partnerships are shown in Figure 2.

PARTNERS COALITION

The Partner Coalition serves as an outlet for information-sharing on priorities, projects, and successes, while helping the Board to build a grassroots network of support for fish habitat conservation. The Coalition consists of individuals and organizations who sign up through the web site (fishhabitat.org).

FEDERAL CAUCUS

Several federal agencies contribute to the work of the Partnership, not just the agencies that are represented on the Board. The Federal Caucus was created in 2005 to facilitate interaction among federal agencies and with other partners by:

- providing communication links among federal agencies cooperating under the National Fish Habitat Partnership;
- providing a mechanism through which federal partners can jointly identify strategies and resources to support goals of the National Fish Habitat Partnership;
- ensuring that the National Fish Habitat Partnership helps agencies achieve their missions by enhancing partnerships and improving measurement of results and performance; and
- enhancing networking and collaboration among federal partners, the National Fish Habitat Board, and other partners implementing the National Fish Habitat Action Plan.

The Federal Caucus meets every three months or as needed. In 2012, the Caucus was instrumental in achieving a Secretarial Memorandum of Understanding in support of the Partnership, signed by the Secretaries of Agriculture, Commerce, and the Interior.

BUDGETING

Board Operations

The Board approves an annual budget that includes funding for staffing resources, the work of the science and data committee, communications products and programs, partnership coordination, and Board travel. The budget runs on a calendar year basis, and is approved each year in January.

The budget is recommended by Board staff, based on priorities of the Board. Board members guide the development of and approve Board priorities in line with the Action Plan objectives. The Association of Fish and Wildlife Agencies (AFWA) and the National Fish and Wildlife Foundation (NFWF) both serve as fiduciary agents for the Board.

Revenues are received from federal sources, state agency contributions, Multistate Conservation Grants, and other grant sources. Typically, the USFWS provides funds to AFWA to support the Board's priorities, and also directly funds Board priorities for science and data needs and web site development after consultation with the Board. The National Oceanic and Atmospheric Administration (NOAA) and U.S. Geological Survey (USGS) also directly fund Board priorities for science and data needs. State agency funds are solicited on an *ad hoc* basis and are typically focused on key areas such as science and data support needs. Multistate Conservation Grants are dependent upon proposals making their way through a joint AFWA/USFWS process.

Fish Habitat Partnership Funding

Starting in FY 2014, the Service implemented a competitive, performance-based process to allocate project funds. Each year the Fish and Wildlife Service (FWS) will distribute project funds to FHPs in two

categories: 1) stable operational support and 2) competitive, performance-based funds to encourage strategic conservation delivery. All project funds in both categories must be accounted for in the Fisheries Information System annually.

Stable Operational Support
Stable operational support will be provided to FHPs at a level of $75,000/year. FHPs may use the funds for operations (coordination, outreach, travel, etc.) and/or for fish habitat conservation projects (habitat restoration, assessment, planning, etc.) to maximize conservation results, with no restrictions on how the funds are split between operations and projects. To receive stable operational support each year, a partnership must meet the criteria set by the National Fish Habitat Board for recognizing FHPs (see Policies and Guidance for Fish Habitat Partnerships) and must submit a Work Plan and Accomplishments Report.

Competitive, Performance-based Support
Competitive, performance-based funds consist of the remaining project funds spread across three performance levels. FHPs will be assigned a performance level based on their ability to meet an increasingly complex set of criteria. At each performance level, an FHP must meet *all* criteria in order to qualify for that performance level. The basis for assigning FHP performance levels will be 1) a work plan with a one-year planning horizon, detailing how the FHP and its partners propose to use FWS project funds and 2) an accomplishments report describing how the FHP has implemented projects in the previous three years.

COMMITTEES

Three standing committees operate under the Board's purview. These committees accomplish specific tasks undertaken by the Board and report back to the Board as necessary.

Science & Data Committee
The Science and Data Committee's purpose is to provide scientific and data management expertise and oversight to advance the goals and objectives of the National Fish Habitat Board (Board) in a scientifically sound and strategic manner.

Duties and roles of the Committee's co-chairs and members include:

- Provide advice to the Board on setting future science and data priorities.
- Develop strategies for executing and implementing Board science and data priorities by ensuring the direction, purpose, and needs for future national assessments are well-defined.
- Oversee, coordinate, and review the development of the national fish habitat assessment including, but not limited to, assisting the assessment teams with relevant contacts, data acquisition, and expertise as needed.
- Provide expert advice and support on habitat and data issues to the Board, National Assessment Teams, and Fish Habitat Partnerships to ensure scientific data conformity and coordination between FHPs, partner agencies, and the Science and Data Committee.

Communications Committee
The Communications Committee's role is to support the partnership by sustaining critical communications needs and initiatives. The Communications Committee plays an essential role in crafting the messages that raise awareness about the partnership and help build a community of support for fish habitat conservation.

Partnerships Committee
The Partnerships Committee serves as a forum for preliminary discussions, fact-finding, and formulating recommendations for Board actions that affect Fish Habitat Partnerships.

In addition to standing committees, the Board appoints *ad hoc* committees to address specific needs. As of April 2014, the following committees are active:

- *Government Affairs Committee*, charged with identifying strategies to raise awareness of the Partnership among government agency leaders, and to improve linkages between the Partnership and government initiatives that affect fish habitat conservation.

- *501(c)(3) Committee*, charged with leading the formation of the National Fish Habitat Fund, Inc. (non-profit corporation)

- *Marketing Committee*, charged with leading the creation of an educational and outreach campaign to raise awareness of the critically important aquatic habitat conservation work being implemented through the National Fish Habitat Partnership

NATIONAL FISH HABITAT BOARD STAFF

The National Fish Habitat Board has a small staff that shares duties in support of Board efforts while also fulfilling specific roles. Shared duties are as follows:

- Prepare materials necessary for Board actions
- Provide strategic Planning recommendations to Board for Plan implementation, including staffing levels, restructuring of teams, adding new teams, or permanent staff support for teams.
- Support, and as appropriate, participate in Federal Caucus, Partners Coalition, and other stakeholder activities to insure consistency with Action Plan and implementation
- Provide assistance to sub-committees and work groups that are formed by the Board

The following individuals serve as staff to the Board:

- Cecilia Lewis, FWS, 703-358-2102, cecilia_lewis@fws.gov
- Emily Greene, NOAA Fisheries contractor, 301-427-8684, emily.greene@noaa.gov
- Gary Whelan, Michigan DNR, 517-373-6948, whelang@michigan.gov
- Andrea Ostroff, USGS, 703-648-4070, aostroff@usgs.gov
- Ryan Roberts, AFWA, 202-624-5851, rroberts@fishwildlife.org

Other individuals from partner agencies and organizations may also contribute to staffing the Board.

National Fish Habitat Partnership Coordinator – Cecilia Lewis, FWS (interim)

- Serve as the Board's liaison with Fish Habitat Partnerships and facilitate communication among the Partnerships
- Maintain and compile reports on accomplishments of Fish Habitat Partnerships
- Maintain database of contact and other information on recognized and candidate Fish Habitat Partnerships
- Provide information and guidance to prospective Fish Habitat Partnerships
- Convene regular meetings of Federal agency personnel (the "Federal Caucus") to promote awareness, coordination, and Federal agency contributions to NFHAP activities
- Maintain database of Federal agency contact information and distribute information on

activities of the Board and NFHAP partners
- Encourage Federal agencies to provide current contact information through the online Federal partners map

Board Coordination – Emily Greene, NOAA Fisheries contractor
- Coordinate communication with Board, Board staff, and among Board sub-committees.
- Work with Board staff, Board Chair and Vice-Chair to prepare materials and assist in running Board meeting s three times a year.
- Develop annual report to Board Chair each January summarizing Board activity during the past calendar year and highlighting any areas needing improvement

Science and Data Coordination – Gary Whelan, MI DNR and Andrea Ostroff, USGS (Co-Chairs)
- Establish measurement criteria and reporting protocols
- Develop procedures and policies for reviewing science and data needs for NFHAP projects
- Work with and support Fish Habitat Partnerships in following NFHAP science and data policies and procedures
- Provide system classification and habitat assessment information
- Communication with and assistance to data systems manager for data bases, or links to other systems needed for system classification, habitat assessment, and existing priorities databases
- Produce and print Science and Data reports as directed by the Board
- Assist and coordinate with Science and Data Committee on issues relating to National Fish Habitat Action Plan Implementation

Communications Coordinator – Ryan Roberts, AFWA/NFHAP
- Receive and disseminate information to partners and stakeholders and among teams and the board as directed by the Board
- Produce information based materials for the public, partners and stakeholders as directed by the Board through core staff in support of other team functions
- Produce information for target audiences as directed by the Board
- Assist partners to communicate within organizations and agencies
- Coordinate communications for consistency and accuracy with Action Plan and Board directives with other partner and stakeholder communication leads
- Oversee development and maintain content of www.fishhabitat.org website and social media outlets
- Coordinate outreach materials for Action Plan Initiatives and Fish Habitat Partnerships as needed
- Tailor development functions to successfully implement and support Science/Data, Communication, Partnership, and Partner Outreach support and other Action Plan resource related needs to insure successful implementation consistent with Action Plan and Board direction
- Work with the legislative team on strategic planning for communications related materials to benefit the National Fish Habitat Conservation Act
- Actively coordinate with State fisheries coordinators on NFHAP communications materials relative to the States

POLICY AND TECHNICAL DOCUMENTS APPROVED BY THE NATIONAL FISH HABITAT BOARD

Information about the Board not covered in the above summary is included in the Board Charter which is included in this guide as Appendix B.

The following documents provide additional background and information on past guidance to the Fish Habitat Partnerships and serve as a record of the Board's policy and technical positions. These will help provide new members with historical context and a foundation from which to work in order to advance the National Fish Habitat Partnership. For those documents which cannotl be found on www.fishhabitat.org, please contact Emily Greene (emily.greene@noaa.gov) :

- Policies and Guidance for Fish Habitat Partnerships (October 8, 2008)
- Recommended Strategic Plan Framework for Fish Habitat Partnerships (October 8, 2008)
- Process for Recognizing New Fish Habitat Partnerships (March 4, 2010)
- Guidance on the Use of the "National Fish Habitat Action Plan" Brand (October 7, 2009)
- A Framework for Assessing the Nation's Fish Habitats (October 2008)
- Final Interim Strategies and Targets for National Fish Habitat Action Plan (November 8, 2007)
- Through a Fish's Eye: the Status of Fish Habitats in the United States 2010 (April 2011)
- National Fish Habitat Action Plan (2nd Ed.)
- Project Prioritization Criteria (February 2013)
- Fish Habitat Partnership Evaluation (February 2013)
- National Fish Habitat Conservation Strategies (February 2013)

Appendix A

DEFINITIONS

National Fish Habitat Partnership
The National Fish Habitat Partnership is an organization established to conserve fish habitat nationwide, leveraging federal funds with private funds to achieve the greatest impact on the landscape through priority conservation projects. The National Fish Habitat Partnership is aimed at growing a community of support concerned about fish habitat conservation and the future of our aquatic habitats.

Fish Habitat Partnership
A National Fish Habitat Board approved group of state, federal, local, nonprofit, tribal, Alaskan Native or private individuals or entities that coordinate to implement the Plan at a regional level. Fish habitat conservation projects proposed by these FHPs are eligible for funding as NFHAP projects.

Candidate Fish Habitat Partnership
A partnership that is working toward recognition by the Board to become a recognized Fish Habitat Partnership. Candidate Fish Habitat Partnerships are eligible for coordination and technical assistance from the Board. Fish habitat conservation projects proposed by these Partnerships are eligible for funding as NFHAP projects.

Coalition Partner
A group that is not working toward recognition by the Board as a Fish Habitat Partnership, but that is working to achieve the goals of the Action Plan through the conservation of fish habitat. Coalition Partners will share in the coordination and technical assistance provided by the Board.

Fish Habitat Conservation Project
Fish Habitat Conservation Projects are:

1. approved actions taken for the conservation or management of aquatic habitat for fish and other aquatic organisms;
2. the provision of technical assistance to states and local communities to facilitate development of strategies and priorities for aquatic habitat conservation;
3. the obtaining of a real property interest in lands or waters, including water rights, if the obtaining of such interest is subject to terms and conditions that will ensure that the real property will be administered for the long-term conservation of such lands and waters and the fish dependent thereon. Real property interest means any ownership interest in lands or a building or an object that is permanently affixed to land.

Appendix B

NATIONAL FISH HABITAT BOARD CHARTER
(Adopted by the Board on September 22, 2006; revised April 19, 2007, and October 13, 2010)

I. BACKGROUND
The National Fish Habitat Board (hereafter "Board") is responsible for carrying out a cooperative nationwide program to conserve (protect, restore and enhance) the habitats of the Nation's marine and freshwater fish populations. The Board is a voluntary association of public and private sector entities that serves as the body overseeing the implementation of the National Fish Habitat Action Plan ("Plan").

II. . MISSION and GOALS
The purpose of the Board is to promote, oversee, and coordinate implementation of the Plan.
The Board's mission is to conserve (protect, restore and enhance) the nation's fish and aquatic communities through partnerships that foster fish habitat conservation and improve the quality of life for the American people.
This mission will be achieved by:

- Providing national leadership and coordination to conserve fish habitats.
- Approving and supporting Fish Habitat Partnerships and fostering new efforts.
- Establishing interim and long-term national fish habitat conservation goals and supporting regional fish habitat conservation goals.
- Mobilizing and focusing national and local support for fish habitat conservation.
- Measuring and communicating the status and needs of fish habitats.

The Board's goals are to:

- Protect and maintain intact and healthy aquatic systems.
- Prevent further degradation of fish habitats that have been adversely affected.
- Reverse declines in the quality and quantity of aquatic habitats to improve the overall health of fish and other aquatic organisms.
- Increase the quality and quantity of fish habitats that support a broad natural diversity of fish and other aquatic species.
- Increase fish and therefore fishing opportunities.

In furtherance of the Plan's mission, the Board's role is to:

- Coordinate agency and stakeholder involvement at the national level.
- Develop appropriate policies and guidance for recognizing Fish Habitat Partnerships.
- Develop processes to prioritize and deliver National Fish Habitat Action Plan funds to the partnerships.
- Develop criteria for funding and related resources.
- Establish national partnerships or other arrangements that provide funding and other resources to the Fish Habitat Partnerships and other efforts of the Plan.
- Establish national measures of success and evaluation criteria guidelines for Fish Habitat Partnerships and facilitate Fish Habitat Partnership adaptation of these guidelines for their unique systems.
- Report to Congress, States and other partners on the status and accomplishments of the National Fish Habitat Action Plan.
- Carry out such administrative, organizational, or procedural matters as are necessary or proper.

III. BOARD BYLAWS

A. Appointment – The Board will be appointed by the Executive Leadership Team (ELT). The membership of the ELT shall consist of: the President and Executive Director of the Association of Fish and Wildlife Agencies; Assistant Administrator for Fisheries, National Oceanic and Atmospheric Administration; and the Director of the Fish and Wildlife Service, Department of the Interior. The ELT will have final responsibility for appointment and, if necessary, removal of all Board members, except those serving by virtue of their office.

B. Membership

1. Members--The Board shall consist of up to 22 members.
2. State Government Representatives--The Board shall include five state fish and wildlife agency representatives and the Executive Director of the Association of Fish and Wildlife Agencies. Each of the four regional Associations of Fish and Wildlife Agencies (Northeast, Southeast, Midwest, and Western) shall nominate a representative to the ELT for approval. The fifth state representative will be appointed by the ELT. These representatives shall be selected to create an appropriate balance between inland and coastal states. The Executive Director of the Association shall serve by the virtue of his or her office.
3. Federal Government Representatives.—The Board shall include up to five federal agency representatives. These shall include the Assistant Administrator for Fisheries, National Oceanic and Atmospheric Administration, and the Director of the Fish and Wildlife Service, Department of the Interior, who shall serve by virtue of their office.
4. Indian Tribal Representation—The Board shall include at least one representative from an Indian tribal or native Alaskan government.
5. The National Fish and Wildlife Foundation and the American Fisheries Society each shall nominate a representative for approval by the ELT.
6. The remaining eight members shall be appointed to ensure the Board includes representation from the following range of interests: sportfishing, commercial fishing, sportfishing industry, academic, and land and aquatic resource conservation organizations. In addition, these members shall be appointed to ensure the Board includes a balance of governmental and non-governmental organizations and a balance of freshwater and marine interests.

C. Terms of Service

1. Normal Term—Except as provided in paragraphs (3) and (4) of this Subsection, the term of office of a member of the Board is three years.
2. Members whose terms have expired shall serve until replaced.
3. Initial Appointment—The initial appointment of the charter Board shall be for a term of three years.
4. Transitional Re-appointment – Except for the members appointed under paragraphs (2), (4) and (5) of Section III.B., four shall be re-appointed initially for a term of one year, four shall be re-appointed for a term of two years, and up to five shall be re-appointed for a term of three years. After these transitional terms, terms will be as provided in paragraph (1) of this Subsection.
5. Vacancies—Any vacancy among the Board members shall be filled through appointment by the ELT, and any Board member appointed to fill a vacancy shall serve for the remainder of that term for which his or her predecessor was appointed.

D. Procedures

1. Selection of Board Chair-- At the first meeting of the Board, the Board shall elect a Chair from the state government membership of the Board. Each subsequent Chair shall be elected by the Board from among the state government representatives.
2. Term of Chair—The term of any Chair shall be two years, provided that any Chair may serve successive terms. No Chair shall serve more than 3 consecutive terms.

3. Meetings--The Board shall meet at the call of the Chair at least twice a year. The Chair shall endeavor to establish a proposed meeting schedule identifying potential meeting dates within the twelve month period following each meeting of the Board. Except as provided below, the Chair must give Board members at least two months' notice of a Board meeting and shall provide a draft agenda at that time. Notice must be provided in writing, but may be delivered by email or facsimile to each Board member. The Chair with due cause may call the Board for emergency meetings, provided, however, that business of the meeting must be restricted to the reasons for which the meeting is called. Board meetings shall be open to the public, provided, however, that the Board may meet in executive sessions closed to the public to discuss personnel, legal matters, or any other matter of a private or necessarily confidential nature. These closed sessions shall be clearly identified in the meeting announcement. Notification of Board meetings shall be made to members of the Partners Coalition and other interested parties.
4. Quorum—A majority of the current membership of the Board shall constitute a quorum for the transaction of business.
5. Participation and Attendance--If a Board member is not able to attend a Board meeting he or she may appoint a designee provided an official proxy is signed and presented to the Board Chair. **A Board member may designate another Board member to hold his/her proxy, but no Board member may hold more than 1 proxy.** If a Board member, other than a Board member who serves by virtue of office, fails to attend three consecutive regularly scheduled meetings, the Chair, in consultation with the ELT, may remove that person from the Board and request that the ELT appoint a replacement. A Board member may participate in a Board meeting by conference call with the prior approval of the Chair. If a Board member, other than a Board member who serves by virtue of office, attends three consecutive regularly scheduled meetings by conference call, the Chair, in consultation with the ELT, may remove that person from the Board and request that the ELT appoint a replacement.
6. Voting—The Board should strive to achieve consensus on all actions proposed. If consensus cannot be achieved within the time frame allotted to the action on the agenda, all actions must be approved by the vote of two-thirds of all members present and voting. Each Board member shall have one vote. All voting shall proceed under Robert's Rules of Order. The Board may extend the discussion period for items on the agenda, or consider items not on the proposed agenda for a meeting, provided that such changes to the agenda must be approved by a vote at the time they are proposed.
7. Other Procedures--The Board shall establish other procedures as needed to schedule meetings, develop agendas, and otherwise facilitate and conduct business, including those procedures or matters required to comply with any requirements resulting from incorporation of the Board under law.
8. Chair's Responsibilities—In addition to such duties established elsewhere in these bylaws, the Chair shall:
    a. Prepare a written agenda of all matters to be considered by the Board at any meeting;
    b. Prepare and issue all notices, including notices of meetings, required to be given to the Board and public;
    c. Preside at all meetings of the Board and, unless otherwise directed by the Board, present items of business for consideration by the Board in the order listed on the agenda for the meeting;
    d. Conduct all meetings in accordance with Robert's Rules of Order and these bylaws;
    e. Appoint committees as required; and
    f. Perform other duties as requested by the Board.
9. Appointment of Vice-Chair—The Board shall elect a Vice-Chair from among the Board membership. In the absence of the Chair, or in the event of the Chair's inability to act, or a

conflict of interest for the Chair, the Vice-Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice-Chair shall perform such other duties as from time to time may be assigned by the Chair or by the ELT. The term of the Vice-Chair shall be the same as the term of the Chair.

E. Board Responsibilities

1. Coordination - The Board will coordinate agency and stakeholder involvement at the national level and establish national partnerships that provide funding and other resources to the Partnerships and other efforts of the Plan.

2. Conservation Goals and Objectives - The Board will develop and amend, as appropriate, specific national fish habitat conservation goals and objectives with the advice from the Science and Data Committee established pursuant to Paragraph (2) of Subsection F of this Section.

3. Partnerships - The Board will develop and amend, as appropriate, a strategy to encourage the formation of Fish Habitat Partnerships ("Partnerships"). This strategy will be updated periodically to include new information on fish habitat status and the status of existing Partnerships.

4. Recognition of Partnerships - The Board shall develop and amend, as appropriate, criteria for recognition of Partnerships. The Board shall distribute the criteria, establish a process for parties to use in seeking recognition as a Partnership, and maintain a publicly accessible registry of recognized Partnerships. Such criteria shall include provisions to promote transparency and the highest standards of ethical conduct in the decision-making of the Board regarding recognition of Partnerships.

5. Evaluation Criteria - The Board will establish national measures of success and evaluation criteria guidelines for Partnerships

6. Funding - The Board will develop and implement strategies to increase public and private funding for fish habitat conservation, provided that the responsibility for implementation of such strategies by any Board member shall be limited by any legal or administrative restrictions that may apply to the activities of any such member.
7. Report - The Board will develop a strategy (including funding) to support development of a "Status of Fish Habitats in the United States" report to Congress States, and other partners. The report shall be completed in 2010, and every 5 years after.

F. Coordination and Support

1. Staff–The Board shall accept staff support provided by The Association of Fish and Wildlife Agencies, the National Oceanic and Atmospheric Administration's National Marine Fisheries Service, and the U.S. Fish and Wildlife Service. The Chair, in consultation with the contributing entities, shall act on behalf of the Board in directing the activities of the staff. The Chair, in consultation with the Board, may accept additional staff or other support from other entities. The contributing entities shall use their best efforts to provide common office space for all Board staff and take such other measures as they deem appropriate to facilitate communication, cohesiveness, and efficient operations for the benefit of the Board.
2. Science and Data Committee --The Board shall establish a Science and Data Committee chaired by a State representative or another entity recommended by the Committee and approved by the Board, and consisting of at least two State agency representatives, two Federal agency representatives, two non-governmental organization representatives, and two academic

representatives. All Committee members will have demonstrated knowledge of the Plan's science foundation. The Board shall solicit information from the Science and Data Committee and incorporate that information, and other appropriate information, into the strategies and goals developed by the Board. The Board will support the Science and Data Team by providing necessary staff, funding, data and other resources needed to complete the national assessments and reports called for in the Plan.

3. Federal Caucus–The Board shall coordinate with the broadest possible range of Federal agencies through the Federal Caucus, a partnership of Federal agencies organized to coordinate Federal participation in the implementation of the Action Plan, and make every attempt to expand the Federal Caucus to include all Federal agencies involved with fish habitat. The Board shall coordinate with the Federal agencies to develop and implement habitat protection and rehabilitation strategies at national and regional scales, to ensure that Federal agencies policies are consistent with the Plan, and to otherwise support implementation of the Plan.
4. Partners Coalition--The Board shall coordinate with the broadest possible range of stakeholders and other interested parties to increase involvement and support for coordinated fish habitat conservation at national and regional scales.

G. Committees

The Board may establish and otherwise manage committees as needed to carry out the responsibilities of the Board. Such committees may include individuals who are not members of the Board.

H. Board and Committee Expenses

Board and Committee members will not be compensated for their time working on Board or Committee business or traveling to meetings. Travel expenses generally should be borne by the agency or other entity that employs the Board or Committee member, but reimbursement arrangements may be made if funds for this purpose are available.

IV. . Procedure to Amend Charter

The Board may decide to amend this charter by consensus or a two-thirds vote of all members present and voting. Any proposed change to this charter must be noted on the draft agenda that is sent out at the time the meeting is scheduled.