Alaska Ocean Observing System
Operating Procedures

As adopted at September 23 2011 board meeting
Revised at November 3 2015 board meeting
Revised at March 20, 2017 board meeting
Revised at May 13, 2021 board meeting
DRAFT to be presented at September 29, 2022 board meeting

I. MEMBERSHIP MEETINGS

A. Notice

Timely notice of Membership meetings shall be distributed via the AOOS website and AOOS listserve, as well as other email listserves that receive wide distribution.

B. Conduct of Meetings

AOOS members shall meet at least annually to foster cooperation among the Parties, share findings with other participatory agencies, evaluate plans and progress in implementation of the AOOS mission, and coordinate in establishing priorities for the system.

Membership meetings will be conducted as public, open meetings.

C. Record

Detailed minutes of each meeting of the Board, except for any closed session, shall be kept and made available on the AOOS website.

II. BOARD OF DIRECTOR MEETINGS

A. Notice

Timely notice of Board of Director meetings shall be distributed via the AOOS website and AOOS listserve, as well as other email listserves that receive wide distribution.

B. Conduct of Meetings

Board meetings will be conducted using Roberts Rules of Order and will be open to the public, with the exception of closed executive sessions. Each Board director or his/her designated alternate shall be entitled to one vote upon any matter properly submitted to the Board. Although consensus is the goal of AOOS, unless specifically identified or otherwise noted in the AOOS Memorandum of Agreement (MOA), all actions shall require a majority vote of those present and eligible to vote at a meeting duly held in which a quorum is present. A quorum consists of a simple majority of the AOOS Board and, once established, the Board may continue to conduct its business in accordance with these operating procedures. Abstentions shall constitute presence of a Board member in determination of a quorum.

C. Record

Detailed minutes of each meeting of the Board, except for any closed session, shall be kept and made available on the AOOS website.

D. Closed Meetings

The Board and its ~~executive~~ Executive ~~committee~~ Committee may close any meeting, or portion thereof, that concerns matters that pertain to personnel matters or litigation. For closed meetings, a general list of topics discussed and people present will be maintained as a record of that meeting.

E. Frequency

The Board normally meets twice each year but may meet more frequently at the call of the Chair. The ~~executive~~ Executive ~~committee~~ Committee may meet more frequently at the call of the Chair.

F. Emergency Meetings

In the event of an emergency requiring Board action, the executive committee will be convened to address the emergency. The Executive Director will poll other Board members on their opinion on how to address the emergency, but final resolution will be left to the discretion of the ~~executive~~ Executive ~~committee~~Committee.

G. Location

The Board will normally meet in Anchorage, Alaska, but may choose to meet in other communities in Alaska or by teleconference or other virtual formats in order to broaden participation.

H. Reimbursement of Expenses and Honoraria

The Board will be reimbursed for travel and meal costs per the Travel Reimbursement and Honoraria Policy provided as an appendix to this document. ~~provide honorariums to~~Eligible Board members (those who may represent organizations that do not provide salary for AOOS board activities) may receive an honorarium per that policy.

III. BOARD OF DIRECTORS

A. For AOOS Membership of less than 25:

1. All AOOS members shall sit on the AOOS Board of Directors.
2. Each AOOS Member organization shall designate one Board ~~director~~ representative and may designate one alternate ~~director~~representative.

B. For AOOS Membership of 25 people or greater:

The Members may continue to operate as the Board of Directors as a whole, or, upon majority vote, the Members may choose to elect a "subset" Board of Directors using procedures to be adopted by the Board at that time.

C. Powers and Duties

The AOOS Board will provide general oversight and policy guidance, ensure sustained support by the Parties, and approve implementing documents. The Board will also have the authority to:

- Provide strategic guidance to the AOOS Executive Director;
- Adopt and carry out a strategic ~~operations~~ plan, including a budget;
- Design and operate with appropriate performance metrics a Regional Coastal Ocean Observing System for the AOOS region, as defined by the U.S. Integrated Ocean Observing System (IOOS);
- Establish priorities for funding;

- Authorize the execution and acceptance of grants, contracts, and cooperative agreements and approve the distribution of funds in these agreements (through the Fiscal Agent);
- Create ad hoc committees and external advisory bodies as needed;
- Elect officers as needed;
- Establish the policies of AOOS;
- Adopt operating procedures and Terms of Reference for the Board, committees, and advisory bodies;
- Provide AOOS representation to the ~~Integrated Ocean Observing System~~IOOS Association;
- Draft and propose further incorporation documents for AOOS if and when deemed appropriate; and
- Carry out other such powers and responsibilities designated by law or by terms of agreement(s) between or among the parties comprising AOOS.

IV. BOARD OF DIRECTOR OFFICERS

A. Chair

The Chair shall be responsible to the AOOS Board. The Chair shall be the principal officer of AOOS, Chair of the AOOS Board, and Chair of the Executive Committee, presiding at all meetings thereof. The Chair shall execute any instruments the Board authorizes, except in cases where signing and execution thereof is expressly delegated by the Board to another officer or agent of AOOS, including the Executive Director. The Chair will actively promote AOOS within and outside the region.

B. Vice-chair

The Vice-chair shall be responsible to the AOOS Board and the Board Chair and shall act as meeting chair in the absence of the Chair and carry out other responsibilities of the Chair.

C. Secretary

The Secretary shall be responsible to the AOOS Board. He/she shall keep, or cause to be kept, minutes of the proceedings of the Board and see that all notices are duly given in accordance with the provisions of the MOA, AOOS operating procedures, or as required by law. The Secretary shall be the custodian of all records, including the mailing address of each Board ~~and committee~~ member, and generally perform all the duties incident to the office of Secretary. In the event the Secretary is absent from a meeting of the Board, the Chair shall designate a Secretary *pro tempore*.

D. Treasurer

The Treasurer shall be responsible to the AOOS Board. He/she shall interact with the Fiscal Agent on behalf of AOOS to account for monies to support the AOOS mission and operations. The Treasurer shall keep, or cause to be kept, accurate financial accounts, and shall hold those open for inspection and examination by the Governing Board. In concert with the Fiscal Agent, the Treasurer shall prepare, or cause to be prepared, a full report concerning the finances of AOOS to be presented to the Board annually. The Treasurer shall act

as a second Officer signatory, after the Chair, on all AOOS business requiring such.

E. Elections

The Nominating Committee shall fill vacancies by presenting for Board consideration a slate of candidates that represent the broad diversity of the Membership. Board ~~directors~~ representatives may also nominate candidates. All candidates must be Board ~~directors~~representatives.

F. Terms of Office

All terms of office are for two years, or until such time as the office is otherwise filled by special election or action of the Board. Officers may serve consecutive terms.

G. Resignation

An officer may resign his/her position at any time upon written notice to the Chair.

H. Vacancies

A vacancy in any office occurring by reason of resignation, or otherwise, shall be filled by majority vote of the Board. Individuals filling vacancies in accordance with this section shall serve for the remainder of the term vacated.

V. EXECUTIVE AND ADMINISTRATIVE STAFF

A. The Executive Director and staff are the executive arms of AOOS.
B. The Executive Director and staff will facilitate the work of AOOS.
C. The Executive Director is authorized to sign documents on behalf of the Board consistent with the authorities attached as an appendix to this document.
D. The Executive Director will be responsible to the AOOS Board. All other staff will be responsible to the Executive Director.
E. Administrative and executive responsibilities of the Board's officers may be delegated to the Executive Director.

VI. COMMITTEES ~~AND PANELS~~

A. The standing committees include the Executive Committee and the Nominating Committee. Committee members must be members of the AOOS Board. Committee recommendations and/or decisions will be made by consensus and if necessary, simple majority vote.
B. Executive Committee
   1. The Executive Committee is a subset of the AOOS Board and will be comprised of the Board's Officers. A representative of the AOOS ~~f~~Fiscal ~~a~~Agent shall sit on the executive committee as an *ex-officio* member.
   2. The Board Chair will chair the Executive Committee.
   3. Committee meetings will proceed according to Robert's Rules of Order.
   4. Powers and responsibilities
      a. The Executive Committee shall make assignments to the Nominating Committee.
      b. The Executive Committee, in consultation with the full Board, may make assignments to external Advisory Panels

c. The Executive Committee shall take actions necessary for the functioning of AOOS in the intervals between Board meetings.

d. The Executive Committee shall have all the authority of the AOOS Board other than to amend or repeal any resolution of the Board ~~of Directors~~ or the terms of the MOA.

e. The Executive Committee shall have the authority to move forward with grant requests and approve implementation steps that are consistent with Board policies, priorities, and overall guidance.

f. The Executive Committee shall serve as the Personnel Committee and have responsibility for the employment and evaluation of the Executive Director. All other staff are the responsibility of the Executive Director.

C. Nominating Committee

The Nominating Committee will oversee nominations for vacant Officer and Board positions. No present officer may be a member of this committee.

VII. EXTERNAL ADVISORY PANELS

A. Stakeholder/User Advisory Panels

The Board may appoint Stakeholder/End user panel or panels to identify and engage end users and provide input on system development from observations to product development. If established, Terms of Reference for the panel or panels will be adopted by the Board and attached as an appendix to this document.

B. Data Management and Communications Advisory Panel

This advisory panel will design and advise on implementation of the AOOS regional data management and communications system. If established, Terms of Reference for the panel will be adopted by the Board and attached as an appendix to this document.

C. Scientific and Technical Advisory Panel

The Board may appoint a Scientific and Technical Advisory Panel or Panels on an ad hoc basis or to serve as a standing advisory body. Terms of Reference for the panel or panels will be adopted by the Board and attached as an appendix to this document.

VIII. STAKEHOLDER ENGAGEMENT POLICY

AOOS will rely on a variety of avenues to engage stakeholders and solicit recommendations and input and engage in ~~2~~two-way information sharing to inform into AOOS operations and decision-making, to be described in the AOOS Strategic Operating Plan and updated at least every five years. This feedback will allow AOOS to both identify gaps and priorities in ocean observing and enhance AOOS tools and products.

Engagement avenues include:

- Communication pathways and forums of partner organizations and programs using the most relevant channels of communication;
- Topic-specific groups of experts and partners;
- Regionally focused meetings with key stakeholders;

- Ongoing activities including presentations, scoping groups, user surveys and the feedback tab found on every data portal page.

IX. DIVERSITY, EQUITY, INCLUSION, AND ACCESSIBILTY POLICY

A policy will be presented to the AOOS Board on September 29, 2022. This draft policy attached as an appendix, but may be amended.

~~IX.~~X. FISCAL SPONSOR

A. As per the AOOS MOA, AOOS will secure a fiscal sponsor from an appropriate entity in order to apply for grants and implement grant proposals, accept additional funds, as well as to accept any coordination funds from AOOS parties. The terms and conditions of the fiscal agency will be detailed in a separate document drafted between the fiscal sponsor and AOOS and approved by the AOOS Board and attached to this document as an appendix. The fiscal sponsor must have the ability to enter into enforceable contracts and account for money due and payable to AOOS.

B. Through the fiscal sponsor, AOOS will receive and distribute AOOS-related funding and other resources from federal, state, other public agencies, foundation sources, corporations, and private donors, according to the identified priorities.

~~X.~~XI. EQUIPMENT

AOOS will manage and operate its system at the highest level in accordance with these policies:

A. For all equipment owned by AOOS, follow the manufacturer's standard operating procedures and any applicable national policies and/or guidelines for calibrating, validating, operating, and maintaining equipment; and

B. For all equipment purchased through AOOS but owned and managed by external contractors, operate using best practices and calibrate, validate, operate, and maintain in accordance with manufacturing guidelines and/or national IOOS program guidelines when available. External contractors will be required to provide maintenance reports upon request.

~~XI.~~XII. CIVIL LIABILITY

Under the authorizing legislation (Public Law 111-11 "Omnibus Public Land Management Act of 2009," Subtitle C - Integrated Coastal and Ocean Observing System Act of 2009, Sections 12301 to 12311; Public Law 116-271 "Coordinated Ocean Observations and Research Act of 2020", Section 101 to 301) the following language applies to AOOS:

For purposes of determining liability arising from the dissemination and use of observation data gathered pursuant to this section, any non-Federal asset or regional information coordination entity incorporated into the System by contract, lease, grant, or cooperative agreement under subsection (c)(3)(D) that is participating in the System shall be considered to be part of the National Oceanic and Atmospheric Administration. Any employee of such a non-Federal asset or regional information coordination entity, while operating within the scope of his or her employment in carrying out the purposes of this subtitle, with respect to tort liability, is deemed to be an employee of the Federal Government.

(f) Limitation: Nothing in this subtitle shall be construed to invalidate existing certifications, contracts, or agreements between regional information coordination entities and other elements of the System. Nothing in this subtitle supersedes or limits the authority of any agency to carry out its responsibilities and missions under other laws.

~~XII.~~XIII. CONFLICTS OF INTEREST AND RECUSAL

Policy adopted by the AOOS Board on May 11, 2010 and attached as appendix.

~~XIII.~~XIV. CONFIDENTIALITY OF INFORMATION

Policy may be developed.

~~XIV.~~XV. COMPETITION WITHIN AOOS

Policy may be developed.

~~XV.~~XVI. DUES

No dues are assessed at this time. However, a policy may be adopted for accepting non-binding dues.

APPENDICES

A. Memorandum of Agreement
B. Authorizing Legislation
~~C. Data Management and Communications Advisory Panel~~
~~a. Terms of Reference~~
~~D.~~C. Executive Director Signature Authorities
~~E.~~D. Conflict of Interest Policy
E. Fiscal Sponsor Agreement
F. Board Member Expenses and Honoraria Policy (draft to be reviewed at September 29, 2022 Board meeting)
~~F.~~G. Diversity, Equity, Inclusion, and Accessibility Policy (draft to be reviewed at September 29, 2022 Board meeting)