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# ORGANIZING CHARTER

## SALT RIVER COLLABORATIVE

### NOVEMBER 2019



#### **Preface**

The purpose of this charter is to guide how the members of the Salt River Collaborative (Collaborative) will work together to achieve goals. The organizing charter derives from the working session on January 11, 2019 and subsequent meetings of the full Collaborative on April 24, 2019 and November 12, 2019 at which members discussed and agreed to structures and systems that will best support work toward shared goals and productive relationships.

Formed in 2015, the Collaborative is composed of organizations, agencies, and individuals committed to improving the health and vitality of the Salt River Basin. Over the past three years, the Collaborative has been operating relatively informally, coming together around shared interests, and completing a mapping project. Committed to collective action, Collaborative members recognize that it is an appropriate time to be more deliberate about operating structures and protocols to ensure efficiency, effectiveness, and efficacy. Thus, Collaborative members agree to move towards a more formal and explicit strategic network structure.

#### **Structure**

The Collaborative is currently operating as an informal coalition working toward creating a more strategic relationship among Collaborative members. Within a strategic network, organizations or agencies maintain their own identities, but work together, each adding value (resources or expertise) towards solving a problem or achieving a goal. Relationships within this strategic network should be deliberate and designed around a specific project or action. This network will be most effective when roles and responsibilities are clearly defined. Adhering to the principles and practices as defined in this charter is a first step towards creating a more solid, collective, effective strategic network consisting of all members.

#### **Purpose and Impact**

The purpose of the Collaborative is to provide positive conservation impact within the geographic boundaries of the Salt River Basin. The Collaborative will strive to protect and restore water quality, wildlife habitat, forest and farmland through large landscape conservation, watershed management, mitigation, best management practices, and other tools; to improve the quality of life and health of people and the environment; and to increase awareness, engagement, and support for conservation.

With success, the Collaborative members intend for their collective action to serve as a model for other large landscape conservation and restoration actions in Kentucky.

Working together, the impact will be to increase the pace and effectiveness of conservation and water quality improvements, and people who live, work, and play in the Salt River Watershed will understand and support those conservation and restoration efforts.

## **Operating Principles**

Operating principles define how members agree to work together. They provide “ground rules” and make explicit norms and behavior. Members agree to:

- ▲ Be professional, responsive, and communicative
- ▲ Be transparent with each other and share information appropriately
- ▲ Be respectful of individual organization’s relationships with donors and constituents
- ▲ Address disagreements internally, not externally
- ▲ Consider and respect diverse opinions and perspectives
- ▲ Share recognition and success for Collaborative actions
- ▲ Operate as members of a strategic network, in which each party brings something unique to the table for the greater good; work as team members - the success (and failure) is of the team.

## **Definition of Success**

We will consider our work successful as we meet these objectives.

- ▲ Demonstrated impact that is greater than could have been achieved separately
- ▲ More people living in harmony with the environment through changed behavior and attitudes.
- ▲ A strong and active constituency for conservation and water quality improvements
- ▲ Improve outcomes for land and water conservation and water quality in the Salt River Basin and Kentucky.

## **Membership**

### **Composition**

The primary criterion for membership in the Collaborative is that the member organizations and agencies are actively engaged in and have demonstrably contributed to conservation, restoration, education and planning in the Salt River Watershed. The organization or agency, rather than the individual, is the member, with one individual designated as an organization’s representative, with one “vote” (voice in the consensus process).

While members represent their organization, they participate in the Collaborative to work towards collective goals. Each member participates as an equal, regardless of their position within their organization. To ensure sustained participation (independent of individual contributions or

relationships), member organizations agree to a written acknowledgement of participation and support of the Collaborative.

New organizational members of the Collaborative should be recommended by a current member, approved by a simple majority vote of the full Collaborative, and sign the Charter.

Changes to the composition of the Steering Committee will be decided by the full Collaborative.

A roster of individuals who are the representatives (and alternates) from member organizations serving on the Collaborative and Steering Committee will be available to all members.

Individuals who are not representing member organizations may be invited to serve in an advisory (non-voting) capacity to the Collaborative and may join the Stakeholders Group. Individuals must meet the criteria of demonstrable and active engagement in conservation or water quality improvements.

There are no term limits. Members participate as long as they are active participants and carry out their roles and responsibilities. The list of original organizing members of the Collaborative is:

- Bernheim Arboretum and Research Forest
- Bluegrass Land Conservancy
- Future Fund
- Kentucky Division of Water
- Kentucky Land Trusts Coalition
- Kentucky Natural Lands Trust
- Kentucky Waterways Alliance
- Louisville/Jefferson County Environmental Trust
- Louisville Metro Parks
- Louisville Metro Public Works
- Louisville Metropolitan Sewer District
- Office of Kentucky Nature Preserves
- River Fields
- Salt River Watershed Watch
- Sisters of Charity of Nazareth
- The Nature Conservancy – Kentucky Chapter
- USDA Natural Resources Conservation Services
- Wilderness Louisville

## Role

The role of Collaborative members is to bring expertise, resources, and connections across the watershed.

## Responsibilities

Collaborative members agree to:

- ▲ Define specific goals to be achieved and actively implement strategies to achieve those goals
- ▲ Seek partnerships and resources in support of those goals
- ▲ Seek opportunities to partner with Collaborative members on projects that advance conservation and water quality improvements in the watershed
- ▲ Actively participate in Collaborative activities
- ▲ Fairly and accurately represent Collaborative decisions and action in the larger community
- ▲ Promote efforts of the Collaborative among their organization's members, staff, and constituents
- ▲ Share information and data to further the collective agenda
- ▲ Incorporate (to the extent reasonable) Collaborative goals within the goals of the organization or agency they represent.

## Steering Committee

### Composition

The steering committee is a subset (currently nine people) of the Collaborative. It should represent a cross section of member entities and interests (e.g., government, land, water.). Steering committee membership requires that participants have adequate time to serve in this role with explicit support from their organization or agency to participate. Members must be willing and able to provide project management, coordination, and financial oversight. Steering Committee members will serve three-year terms, renewable by vote of the Collaborative. The initial members of the steering committee are:

- Bernheim Arboretum and Research Forest
- Bluegrass Land Conservancy
- Kentucky Division of Water
- Kentucky Land Trusts Coalition
- Kentucky Natural Lands Trust
- Kentucky Waterways Alliance
- Louisville/Jefferson County Environmental Trust
- Louisville Metropolitan Sewer District
- USDA Natural Resources Conservation Service
- Wilderness Louisville

## Role

The role of the steering committee is to facilitate the process, organize and coordinate information and communication, oversee grants and funds, and determine the decisions to be brought forward to the larger membership. Members of the steering committee serve as an executive committee might for a board of directors. The steering committee is not more important than the larger membership. Individual members of the steering committee do not speak on behalf of the entire steering committee or collaborative membership, nor do they make substantive decisions without member input or deliberation. . Individuals may also serve in an advisory role to the steering committee, but do not have voting privileges.

## Responsibilities

Steering committee members agree to:

- ▲ Meet (in-person or via phone) on a regular basis to ensure momentum
- ▲ Organize, coordinate, and share information with general members
- ▲ Drive and oversee process, work with and support hired staff person
- ▲ Provide financial oversight

## Stakeholder groups

### Composition

Stakeholder groups will seek out broader and more diverse interests such as landowners, local governments, Area Development Districts, and planning agencies, as well as advocacy groups representing interests such as agriculture, hunting and fishing, tourism, trail development, environmental justice, economic development and others. Stakeholders do not have voting privileges within the Collaborative.

### Role

The role of Stakeholder groups is to provide a wider range of experience and perspective to the Collaborative that will provide deeper insight about certain geographic areas or interests than are found in the Collaborative at various times. Stakeholders may become Collaborative or Steering committee members if they meet the criteria.

Individuals or groups not representing member organizations may be invited by the Steering Committee to serve in an advisory (non-voting) capacity to the Collaborative and may join Stakeholders Groups. Individuals and groups must meet the criteria of demonstrable and active engagement in conservation

## **Decision Making**

Collaborative members agree to make decisions through a “live-with” consensus process, one in which the group is committed to finding solutions that everyone actively supports, or at least can live with for the good of the whole. Consensus decision making, while typically more time consuming than a simple voting procedure, supports more informed, creative, and richer decisions. It also fosters ownership of the decision among all members (“we worked together to come up with the best decision”). All members have the responsibility to articulate what is not acceptable about a decision and to offer a better solution. Agreement means that even if the decision may not be the individual or organization’s preference, the member agrees to live with the final decision, and support it internally and externally as the decision of the Collaborative. Although the Collaborative has agreed to use a “live-with” consensus process, decisions cannot be blocked by a single organization.

## **Communication and Information Sharing**

Members will remain transparent, and share work among each other (in an easily accessible shared drive) and with their organization or agency, as appropriate. Members will agree to what information needs to remain confidential and under what circumstances. The Collaborative will develop and adhere to communication and information sharing protocols (e.g., graphic standards, posting information, email responses).

## **Conflict Management**

In the spirit of developing a more strategic working relationship, it is important that members acknowledge and address conflict, either interpersonal or group. A high functioning, productive group will want to embrace conflict as a positive part of the creative process. Further, it is likely that the Collaborative’s agenda could conflict with member organization agendas at times.

Members should strive to maintain an open and trusting environment, and to discuss conflict without recrimination or personal attack. Members will work towards bringing solutions or alternatives. Members agree to work together until the conflict is resolved (rather than to ignore it), sometimes necessitating ongoing conversation and bringing new information or data to illuminate the issues.

The Collaborative will create a conflict of interest policy. Conflict of interest statements should be reviewed and signed annually, not only to disclose existing conflicts but to remind members to disclose conflicts that may arise in the future. Best practices dictate that:

- ▲ Conflicts of interest should focus on financial benefit (members or staff that benefit financially to the detriment of the organization) and the more nuanced “duality of interest,” in which a member represents more than one organization. This is especially important given that many Collaborative members represent more than one entity. It is critical to disclose and discuss potential conflicts of loyalties and question -- is this a good idea that facilitates the Collaborative, or does it pull that member in two different directions? Is there a potential benefit/conflict for a member who is also a contractor, client, or beneficiary?
- ▲ Minutes of meetings should reflect when a member discloses a conflict of interest and how the conflict was managed.

## **Meeting Protocols**

All meetings (in-person and via phone) will have specific agendas, prepared ahead of time, and will be called for a specific purpose. Collaborative members agree to participate in full day working sessions as necessary. Meeting schedules, length, and venue will be respectful of time, travel, and resources. Notice of meetings will be sent at least two weeks before the meeting date.

## **Leadership**

While members participate as equals, all good teams need strong leadership. Successful initiatives have a strong leader or “backbone” organization to guide vision and strategy, support aligned activities, build public will, advance practices and policies, and mobilize funding. The Collaborative will identify and designate a leader organization as its fiscal sponsor or fiscal agent, to host staff, and to ensure momentum and coordination. In addition, from time to time member organizations may serve as fiscal sponsors – a role played by various member organizations as opportunities arise for grants or other potential funding sources.

## **Advocacy**

As a broad-based and diverse group, the Collaborative will avoid advocacy on controversial issues. Member organizations are free to advocate on such issues that are related to their own mission and goals. The Collaborative will be a place where issues can be discussed in a fact-based and open manner so that residents and stakeholders have the information needed to evaluate potential land use changes and similar proposals.

## **Staff**

The Collaborative recognizes the importance of a paid full-time staff position to support Collaborative efforts. This person will be an effective and experienced communicator and convener, preferably with conservation organizing experience and have impeccable people, finance, and project management skills. The staff person will be a skilled facilitator, eliciting diverse points of view and differences of opinion, and at all times, representing the interests of the Collaborative, not a single entity.

## Role

The staff person provides leadership and coordination, and ensures collective, efficient, and effective work toward shared goals and results. The staff person mobilizes the Collaborative to action.

## Responsibilities

- ▲ Manages the implementation of strategies towards a goal(s)
- ▲ Coordinates and oversees project plan implementation
- ▲ Organizes and shares information and resources
- ▲ Develops agendas, organizes and facilitates meetings
- ▲ Keeps focused on activities that will meet projected outcomes
- ▲ Manages finances
- ▲ Ensures timely and responsive grant applications and reports

## Accountability

By signing the charter, Collaborative members agree to hold themselves and other members accountable to the terms of this agreement.

This Charter is intended to be a mutually beneficial collaboration only. It is intended to enhance, expand, and sustain the common educational and environmental goals of the members of the Salt River Collaborative, but in no way conveys or implies a legal partnership between the parties. The parties to this agreement are independent contractors, and nothing herein shall be construed to create a joint venture or partnership between the parties hereto or an employer/employee relationship, and nothing herein shall imply any fiduciary duties or liability as such on any of them. No party hereto shall have any express or implied right or authority to assume or create any obligations on behalf of or in the name of any other party or to bind any other party to any contract, agreement, or undertaking with any third party.

Organization/Agency: **Kentucky Division of Water**

Individual Representative: **Carey Johnson, Director**

**Collaborative Representative - Perry Thomas**

Signature:



Date: **7/13/2021**