

## **Great Lakes Hazards Coalition Governance<sup>1</sup>**

### **Section 1. Official Designation**

The official designation of this Coalition is the Great Lakes Hazards Coalition, hereafter designated the "GLHC."

### **Section 2. Authority**

The states in the Great Lakes region in the United States recognized the need to work collaboratively with each other, local units of government, and the private sector to assure critical infrastructure and key resources (CIKR) protection and resiliency. The Great Lakes Hazards Coalition was formed from this recognized need for regional partnership in the Great Lakes area. It was started through multi-state funding in the Homeland Security Grant Program. The importance for regional coalitions is emphasized in the National Infrastructure Protection Plan (NIPP), which supports the development of regional organizations such as the GLHC. The GLHC serves as the Great Lakes region's recognized forum for communication, coordination, and collaboration among states, local units of government, other government agencies and private sector partners in the area.

### **Section 3. Objective**

The objective of the GLHC is to strengthen communication, collaboration, and planning in the Great Lakes region in order to enhance protection, response, recovery, and resilience of the region's critical infrastructure and key resources.

### **Section 4. Scope of Activity**

The GLHC will accomplish this objective through the following activities:

- Promoting and enhancing CIKR protection and resilience efforts;
- Improving information sharing and communications region wide;
- Providing the foundation for regional cross-sector collaboration;
- Enhancing the education and awareness of regional critical infrastructure interdependencies and critical nodes; and
- Related preparedness and response needs.

### **Section 5. Membership**

- a. **Qualifications:** The members of the GLHC shall be designated representatives from member states, provinces, major urban areas, tribes, local jurisdictions, federal partners, academic institutions, and private sector or non-governmental organizations. Herein, member refers to agency/organization that is part of the coalition and representative or delegate refers to the individual appointed by the member to participate on their behalf in the GLHC. The designated representative of each member of the GLHC must be focused on homeland security, emergency management, or all-hazards. Each member determines

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<sup>1</sup> This draft is based upon the RCCC Charter and the All Hazards Consortium By-Laws.

which person will act as official delegate to the GLHC. Each member, through their official delegate/representative, is entitled to a single vote on any matter before the GLHC, including, but not limited to leadership elections.

- b. **Process for Selecting Members:** Members may be sought out by the GLHC and its members or self-nominated. The nominee must meet the membership criteria and be approved by the Board of Directors. Nominations can be made by submitting an e-mail to the GLHC chair with the name of the agency/organization, description of the agency/organization, and name and description of the qualified representative/delegate for the agency/organization. The Board of Directors will then vote on the nominee. An agency/organization receiving a majority vote of the Board of Directors will be added to the coalition membership.
- c. **Member Renewal Process:** The first of July of each year, members will be automatically renewed in membership. If a member chooses to withdrawal from participation in the GLHC for the following year, the member must resign by the second week in June.
- d. **Member Resignation:** Any member is free to withdraw their membership at will; however, the member must give advance notice of 10 business days to the Board of Directors stating reason for withdrawal, with the exception of resignations in the month of June, see Section 5c. For members paying participation fees, fees are non-refundable.
- e. **Removal of Inactive Members:** Inactive members may be removed by a majority vote from the Board of Directors to ensure that members of the GLHC are interested and actively participating. The member in question will receive a warning e-mail six months in advance, notifying them of their inactivity and risk for removal. Once six months have passed, the Board will review the participation of the member in question and vote regarding their removal. If a majority of the Board votes to remove the member in question, the member will receive a letter stating the decision of the Board and will have ten business days from the date of the letter to dispute their removal.

## Section 6. Leadership—Board of Directors

- a. **Classes and Numbers of Directors**  
The number of directors may, by a vote of a majority of the entire Board, be decreased to not less than eight (8) or increased to a number not exceeding twenty (20), excluding Ex-officio Directors, given that a majority of participant states Government Directors are included (e.g. If seven (7) states participate in the coalition, there will be no less than four (4) states included as Government Directors, no less than two (2) Private Sector Directors, and no less than one (1) Academic Director).

The GLHC shall be led by the Board of Directors which shall consist of:

- (i) **Government Directors:** A Government Director is defined as an individual employed in a senior management position in a state, province, local, or tribal agency involved in the field of homeland security, emergency management, or all-hazards. There shall be a member on the Board of Directors from each state and province participating in the coalition, unless determined otherwise by a majority vote of the Board. There shall not be more than one representative from a state or province as a Government Director on the Board of Directors. The member can be from a state, province, local, or tribal agency, as nominated by the participating state or province.
- (ii) **Private Sector Directors:** A Private Sector Director is defined as an individual that owns or is employed by a private sector agency. There shall be no more than five (5) Private Sector Directors on the Board of Directors at any given time and the Private Sector Directors should be diverse in origin to ensure a variety of viewpoints. Private Sector Directors can be self-nominated or nominated by coalition members.
- (iii) **Academic Directors:** An Academic Director is defined as an individual that is employed by a college, university, or other academic institution and whose principal involvement in the academic institution is based in the field of homeland security, emergency management, or all-hazards. There shall be no more than three (3) Academic Directors on the Board of Directors at any given time. Academic Directors can be self-nominated or nominated by coalition members.
- (iv) **Ex-officio Directors:** Ex-officio Directors are individuals in the field of homeland security, emergency management, or all-hazards, that are included as non-voting members on the Board of Directors to ensure diversity in the perspectives of the Board. There shall be no more than three (3) Ex-officio Directors on the Board at any given time.

b. **Election and Term of Directors**

Subject to the restrictions of Section 6a (i-iv), the Board of Directors shall be elected by the general membership of the coalition. Nominees for Directorships must be active participants in the coalition. Directors will serve for a term of two years with the ability to be reelected after their two-year term. Half of the first Board of Directors will be elected into an inaugural three year term.

c. **Vacancies**

A vacancy in the Board of Directors, due to removal, resignation, or an increase in Directorships, may be filled through a nomination by the member state (if a Government Directorship position) or a nomination or self-nomination by a member (if a Private Sector, Academic, or Ex-officio Directorship position) and a vote by a majority in the current Board of Directors. Individuals nominated to fill a

vacancy must qualify for such a vacancy as determined in Section 6a (i-iv). A Director elected to fill a vacancy will be elected to finish out the term of his or her predecessor.

- d. Each Director, with the exception of the Ex-officio Directors, receives one vote. Methods of voting are to be determined by the Board.
- e. **Meetings**  
The Board of Directors shall hold a regularly scheduled, annual meeting within the GLHC region, and the meeting location shall rotate among member states. Additionally, the Board shall hold monthly meetings, or as often as deemed necessary by the Board, by telephone or video teleconference.
- f. **Minutes**  
The Board of Directors shall keep minutes of its meetings and a full account of all transactions as outlined in the Leadership section.

## **Section 7. Roles and Responsibilities**

- a. **Leadership:**  
Leadership of the Coalition activities and meetings rests with the Chair, Vice Chair and remaining members of the Board of Directors
  - (i) Chair of the Board:  
Duties of the Chair include:
    1. Representing the GLHC at the Regional Consortium Coordinating Council;
    2. Representing the GLHC to other government and sector coordinating councils, and other external stakeholders. This duty may be delegated when deemed appropriate by the Chair or the Board of Directors;
    3. Act as chief liaison with the Department of Homeland Security, and other federal, state and local governmental entities on behalf of the GLHC;
    4. Presiding over all meetings of the Board of Directors and the GLHC;
    5. Coordinating the working groups through the designated chairperson and the Board of Directors; and
    6. Conduct duties delegated to the Chair in the Charter and other duties assigned by the Board of Directors, or the Coalition.

The Chair will serve no more than two consecutive two year terms. The Chair can be self-nominated or by another member, and will be elected by the general membership. The nomination and election process will be determined by the Board of Directors, but must be conducted no earlier than July 1, and completed no later than September 1. The Chair's term begins on September 30 of each

year. One the Chair has served the maximum term length, he or she is eligible for election to any other seat on the Board of Directors.

(ii) Vice Chair of the Board:

The Vice Chair of the Board will be elected in the same manner as the Chair for a two year term, and assist the Chair in his or her duties and in overseeing the Board of Directors and the Coalition. The Vice Chair must be from a different state than the Chair in order for the GLHC to receive different viewpoints from its leadership.

If the Coalition Chair is not available to fulfill his or her duties for any reason, the Vice Chair will assume the Chair's duties, and, in the event that the Chair cannot continue his or her duties for the duration of his or her two-year term, the Vice Chair shall fill out the original term of the Chair. In such a circumstance, the newly appointed Chair shall remain eligible for two two-year terms thereafter. Should the Vice Chair title become vacant for this reason, the GLHC membership shall call for an Interim Election for Vice Chair as soon as practicable for a term that completes the original term of Vice Chair

(iii) Board of Directors:

The Board of Directors is comprised of members as stated in Section 6a who direct the focus and the efforts of the GLHC.

Duties of the Board include:

1. Review and approve reports, recommendations, and deliverables of the GLHC;
2. Review and approve final strategic plans;
3. Oversee and coordinate the work of the GLHC working groups;
4. Develop, and/or review, and approve all internal procedures and processes of the GLHC including, but not limited to:
  - a. Election of leadership positions;
  - b. Task workflow of the GLHC;
  - c. Budgetary and Manual control processes;
5. Make decisions on any matter delegated to the Board of Directors in the governance; and
6. Make necessary management decisions that arise in between regular Coalition meetings.

The Board of Directors is elected by the general membership to serve two-year terms. Nominations for Board of Directors may be by self nomination or by another member. The nomination and election process will be determined by the Board of Directors, but must be conducted no earlier than July 1, and completed no later than September 1 of the year in which the terms of the Board members are set to expire. The term of the members of the Board of Directors begins on

September 30.

In the event that a member of the Board of Directors is unable to complete its term, through resignation or inactivity, an election will be held to replace the member for the remainder of the term.

If the Chair, Vice Chair, or Board member is not fulfilling their responsibilities set out by the Coalition Governance the members may remove the officer at any time through a super majority vote (2/3s) of the general membership.

**(iv) General Membership:**

The general membership will serve one-year terms and each term will renew automatically. Members are urged to participate in working groups and attend meetings to further the efforts of the Coalition. Please see Section 5 for membership information.

**Section 8. Working Groups**

There will also be five standing working groups:

- Resources and Fundraising
- Outreach and Membership
- Awareness (Activities should include information sharing, communication, public awareness, etc.)
- Prevention and Protection (Activities should include addressing regulatory needs, sponsoring new assessments and sharing current assessments, improving joint preparedness, etc.)
- Response and Recovery (Activities should include sharing consequence and resiliency assessments, cooperative and joint operations, etc.)

Additional working groups will be established when substantial investigation, research, or other tasks, which cannot be completed during a regular Coalition session, is needed. Working groups may advise Council members on various issues, directions, and processes.

Upon establishment working groups will have a Chair and Vice Chair. The working groups will meet as many times a year as necessary and may disband when their work is completed. Working groups will regularly report status and progress reports to the Board of Directors and the general membership.

**Section 9. Principles of Participation**

- All members must be a true representative of their stakeholders and view themselves as channels back to the stakeholders for communication and coordination.
- All members must be working toward the same goal and purpose of improving the protection and resiliency of the region's critical infrastructure.
- Each member must be willing to address issues from a regional perspective.
- All members need to participate.

- Discussion and deliberations must recognize and take advantage of the strengths, skills, and perspective of each member and organization.
- Result of Coalition discussions and deliberations must be a coherent voice made up of each member's contributions.
- Each Coalition discussion shall be honest and forthright.

## **Section 10. Meetings**

### **(i) Semi-Annual Meeting**

The Coalition will meet semiannually at an agreed upon location. The location will rotate among member states. All in-person meetings must be approved by the Chair and Board of Directors prior to scheduling. Video teleconference calls will be held every other month between semiannual meetings.

### **(ii) Notice of Meetings:**

Notice of an in person meeting of the Coalition will be at least one month in advance, and notice of meetings by telephone or video teleconference will be at least 5 days in advance.

### **(iii) Special Meetings:**

Special meetings may be required on an as-needed basis and do not require the one month prior notice.

### **(iv) Board of Directors' Meetings:**

The Board of Directors meets, whether in person or by teleconference, monthly and can schedule additional meetings as is deemed necessary.

### **(v) Quorum and Voting Requirements:**

Only members of the Coalition are allowed to vote on Coalition matters. At least 60% of members must be in attendance to constitute quorum for meetings of members. Once a member is represented for any purpose at a meeting, that member is deemed present for quorum purposes for the remainder of the meeting. After the 60% quorum the majority rules for the adoption of any matter on which there is a vote.

## **Section 11. Resources**

In addition to full members, the Coalition may admit stakeholders on an as-needed-basis. The Coalition may seek out and secure resources to be used at the direction of the general membership to carry out activities and initiatives in conformity with the scope of the Coalition Governance.