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May 2007

ORGANIZATIONAL GUIDELINES **EAST MAUI WATERSHED PARTNERSHIP**

These Guidelines are to serve as general administering and operating procedures with wide latitude for flexibility as determined by the Partners. As time and experiences are gained, these guidelines may be refined by amendments to clarify definitive operating procedures.

GENERAL PRINCIPLES

- Voting Partners consist of the signatory's to the East Maui Watershed Partnership Master Cooperative Agreement (Exhibit A).
- The Partners are the final decision making body for all partnership matters unless otherwise delegated in writing.
- The Partners delegate operational control to the Executive Committee (EC.)
- The Executive committee will be comprised of Partners or their representatives. The Executive Committee's membership will rotate annually to provide each Voting Partner an opportunity to participate equally in the administration and operations of the Partnership.
- All staffing, administration, operational, funding, and reporting functions are centralized under the control of the Executive Committee.
- Each Partner organization will designate a representative who will act on behalf of the organization on all matters relating to the Partnership. Alternates may be designated to act in the absence of the designated member.

MASTER COOPERATIVE AGREEMENT (MCA)

East Maui Watershed Partnership (EMWP) MCA, provides for landowners to work in mutual partnership to maintain and enhance the East Maui Watershed in a healthy forested condition to insure a sustainable water supply and to protect and enhance its native flora and fauna.

MEMORANDUM OF UNDERSTANDING (MOU)

East Maui Watershed Partnership (EMWP) MOU provides for entities and/or landowners to support the mission of the EMWP and assist the EMWP implement their watershed protection program. Such assistance may include but not be limited to financial and administrative support, public outreach or activities that support the overall protection and enhancement of the East Maui Watershed. The MOU will be reviewed and approved by the EMWP Executive Committee (EC) on an annual basis, consistent with the terms of the EC Officers.

PARTNERS

- The State of Hawaii Division of Forestry and Wildlife, County of Maui, East Maui Irrigation, Haleakala National Park, Hana Ranch, Haleakala Ranch, and The Nature Conservancy are Voting Partners (Partners.)

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- Partner membership is secured by invitation only and is authorized by a unanimous vote of the Partners.
- Partners are signatories to the MCA.
- The Partners are responsible for all major decisions including setting of priority programs and projects, financial and personnel matters and policies relating to the overall administration and operations of the Partnership.
- The Partners may delegate operating functions to others within the Partnership.
- The Partners may replace Executive Committee members from their functions at any time by supermajority vote.
- Any Partner may call an executive session consisting only of voting Partners.

SUPPORTING PARTNERS

- Supporting Partners of the EMWP are the signatories to the EMWP MOU.
- Supporting Partner membership is secured by invitation only and is authorized by unanimous vote of the Partners.
- Supporting Partners are not entitled to a vote on matters requiring Partner approval.
- The Partners may revoke a Supporting Partner's membership at any time by majority of the Partners.
- Supporting Partners may request Partners and the EMWP Watershed Coordinator to attend up to two (2) meetings a Supporting Partner holds with their respective members.

EXECUTIVE COMMITTEE (EC)

Duties and Responsibilities

- Provides Partnership leadership and serves as point of contact and recommends specific actions for Partners' decision.
- Provides guidance, counsel, and oversight to the Watershed Coordinator (WC) and Coordinator Supervisor (CS) as necessary and appropriate.
- Reviews the Management Plan periodically for recommendation of priority programs/ projects and identifies areas requiring updates for Partnership action.
- Develops and recommends annual budgets, annual program objectives, fiscal needs, and priority management areas and projects for implementation for Partnership action.
- Assists the WC in identifying and seeking public and private funds for administration, operations, programs and projects.
- Consults with CS in development of annual performance appraisal for WC.
- The EC Chair and the Coordinator Supervisor have equal stature neither having authority over the other. The Partners have final say in any matter related to the operation of the Executive Committee.
- Reviews and approves the EMWP MOU with Supporting Partners

Members

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- The EC will consist of five (5) members: three (3) voting members and two (2) nonvoting members. Voting members are the Chair, Vice Chair and an At Large Member. Nonvoting members are the Coordinator Supervisor and Watershed Coordinator.
- Membership will be comprised of Partners or their designated representative and seek to include at least one private Partner, and one public Partner but is not mandatory.
- The Coordinator Supervisor and the Watershed Coordinator serve on the Executive Committee as non-voting members.
- EC members will be voluntarily solicited from the Partners and approved by the Partners.

Meetings

- Regular EC meetings will be held at the call of the Chair.

OFFICERS

Chair

- Serves a one-year term - July 1 to June 30.
- Presides over regular, special, and Executive Committee meetings and calls all Partnership and Executive Committee meetings.
- Serves as “Chair” of both Partnership and Executive Committee meetings.
- Can ask the Coordinator Supervisor and/or the Watershed Coordinator not to attend specific meetings.
- Executes agreements and other administrative documents approved by the Executive Committee.
- Is a voting member of the Executive Committee.
- Is the signator to the EMWP MOU with Supporting Partners.

Vice Chair

- Serves a one-year term - July 1 to June 30.
- In the absence of the Chair, assumes the duties of the Chair.
- Is a voting member of the Executive Committee
- Automatically moves to Chair after serving one-year as Vice Chair.

At-Large Member

- Serves a one-year term - July 1 to June 30.
- Provides general counsel and guidance to the Executive Committee on all EMWP matters.
- Assists the Executive Committee in specific matters as assigned by the Chair.
- Is a voting member of the Executive Committee.

Coordinator Supervisor

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- Serves a three (3) year term consistent with the July 1 to June 30 terms of the EC members.
- Participates in Executive Committee meetings except when excused at the discretion of the Chair.
- Is a nonvoting member of the Executive Committee.
- Responsible for monitoring the operations of the WC and management crews based on goals to be set at the beginning of each fiscal year, provides WC guidance on resolving programmatic and management challenges (including fundraising; hiring, supervision, and advancement of staff; and safety issues), conducts annual performance appraisal of WC, and recommends annual salary changes.

Watershed Coordinator

- Serves as a permanent member of the Executive Committee.
- Participates in all Executive Committee meetings, except when excused at the discretion of the Chair.
- Is a non-voting member of the Executive Committee.
- Assists the Executive Committee in matters as assigned by the Chair.

COMMITTEES

- Standing and Ad Hoc Committees may be formed at the discretion of the Partners.
- Standing Committees may include but not limited to Budget and Finance, Education and Community Outreach, etc.
- Ad Hoc Committees may include staff recruitment, program/project development, review of Management Plan, etc.
- At the discretion of the Partners, Supporting Partners may be invited to serve on any Standing and Ad Hoc Committees formed by the Partners.

MEETINGS

- Regular Partnership meetings will be held on a quarterly basis or sooner at the discretion of the Chair.
- A majority of the Partners in attendance will constitute a quorum at any Partnership meeting.
- Policy decisions made by the Partnership require a supermajority vote of the Partners. Based on seven (7) voting Partners, a supermajority is five (5) voting Partners.
- The Chair will create the agenda including suggestions from the Partners.
- Guest speakers will be placed at the top of the agenda, and asked to leave after their presentation unless the Partners have given prior unanimous approval.
- Robert's Rules of Order shall be used to conduct meetings.
- To assure that all Partners participate in the decision making process, attendance at Partnership meetings is strongly encouraged. However in the rare instance where a partner cannot participate and a vote is called, that Partner can register their vote by email.
- On matters requiring voting, each Partner will have one vote. Alternates may be designated to act in the absence of the Partner to facilitate decisions by the Partnership.
- Supporting Partners will be invited to attend at a minimum, one Partnership meeting per year.

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- Supporting Partners are entitled to bring up to two (2) members of their organization to a Partnership meeting.

PCSU/RCUH

- The WC will serve as point of contact with PCSU/RCUH on programmatic issues, but will keep Coordinator Supervisor and EC Chair apprised of any significant communications.

PERSONNEL MATTERS

Staff Hiring

- A selection committee, consisting of at least one (1) public and one (1) private landowner representative, may be formed to conduct interviews of candidates. All Partners are invited to observe interviews. The selection committee will recommend a candidate for approval by the Partners. The PCSU/RCUH administrative rules will govern the hiring procedures.
- All positions are subject to the approval of the CS and the EC prior to initiation of the hiring process. The WC is responsible for initiating the hiring process and making a selection for the position. The WC is encouraged to solicit participation in the selection process by members of the EC..

Performance Evaluations

- Watershed Coordinator performance evaluation will be conducted by the Coordinator Supervisor based on PCSU/RCUH administrative procedures, with input from the EC and Partners.
- The WC will conduct performance evaluations of other staff members with input from the EC and other partners, as appropriate.
- Disciplinary action will follow RCUH/PCSU administrative rules.
- EC and WC will evaluate staffing as needed to include other positions such as office manager/logistics/finance specialists and watershed field staff.

WATERSHED COORDINATOR (WC)

- The Watershed Coordinator is a paid position, hired by the Partners through the PCSU/RCUH administrative procedures.
- The duties and responsibilities of the Coordinator are described in Exhibit B.
- A designated Supervisor (by the EC) will provide supervision of the Watershed Coordinator for three (3) year period conforming to the PCSU/RCUH fiscal year.

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- Any change in supervision of the WC is at the recommendation of the chair and approval of the Partners.
- At the request of a Supporting Partner, will attend up to two (2) meetings the Supporting Partner may hold during the course of the calendar year.

COMMUNICATON AND DECISION MAKING

- The Partners are the ultimate decision making body for all major decisions such as amending the Organizational Guidelines, amending the Management Plan, hiring of the WC, performance evaluations of the WC, setting of priority programs and projects, etc.
- The Partners may delegate decisions to the EC on day-to-day matters such as communications with PCSU/RCUH and signing of documents approved by the Partners, etc.
- The EC may delegate decisions on administrative matters to the WC such as recommending staff hires, preparing and submitting grant applications, supervising management staff and, representing the Partnership in community affairs and government programs.
- WC serves as the center of communication within the Partnership, PCSU/RCUH, Supporting Partners, agencies, organizations and the general community.
- E-mails will be the official communication vehicle supplemented by written letters as necessary.

MEMBER STANDING

- All member organizations will be evaluated periodically to meet the principles and standards established in the MCA.
- The member organizations will designate a member and an alternate in matters requiring voting.

Attachments:

Exhibit A – EMWP MCA

Exhibit B - WC Position Description

Exhibit C – EMWP Supporting Partner MOU

Approved: August 26, 2004

Amended/Approved: Feb/March 2006