Consortium for Ocean Leadership, Inc.
Policy on attendance at Members and Board of Trustees meetings

The Ocean Leadership Members only meet twice per year, and the Board of Trustees meets only five times per year. In-person Members and Board meetings are typically held semi-annually (in October and March). In addition, the Board holds conference call meetings during the quarters in which there is not an in-person meeting (January and June). There is a fifth Board conference call, generally held in late-September, during which the Board conducts the annual performance evaluation of the organization and of the President/CEO, as its leader.

Missed meetings seriously diminish the effectiveness of the entire Board, and this policy is intended to support full contribution of all Trustees. The policy was developed in order to set a clear, shared expectation for Trustee meeting attendance that we will hold ourselves accountable to.

The policy is reviewed once a year and maintained in the Ocean Leadership Corporate Documents Supplement that is made available during each of the semi-annual in-person meetings. The policy is also available at any time on the Ocean Leadership website and by request from the Board Secretary.

Additionally, there are times when the Board of Trustees invites guests and/or Ocean Leadership staff to participate in Members and/or Board meetings. The policy outlines the circumstances under which such invitations are made and the expectations for participation.

**Expectations for Trustee attendance at Board and Members meetings**

Ocean Leadership Trustees who are elected from among the membership are expected to attend at least 80% of all regularly scheduled meetings (at least four of the five regular meetings noted above). Meeting dates and times are scheduled well in advance, and Trustees are expected to defend regular meeting times in their personal calendars and to avoid scheduling other meetings during that time.

It is understood that Trustees may occasionally miss meetings due to circumstances beyond their control such as illness, travel, jury duty, or holidays. These will generally be considered “excused” absences. In all cases, Trustees are expected to notify the Board Chair and/or the Board Secretary of meetings they know they will miss. “Silent failure” (e.g., missing a meeting without notification) is unacceptable.

It is important to note that At-Large Trustees fall into different category, in that they are elected by the Voting Members to bring expertise and experience not already on the Board of Trustees. At- Large Trustees are generally called upon to lend their expertise into specific areas of discussion and decision-making. For this reason, it is not expected that At-Large Trustees attend every Board Meeting, though they are encouraged to do so if both interest and time allow.

In order to make the Board more accountable internally and to the membership, Ocean Leadership follows the following “transparency” measures:

- All minutes of open session Members and Board meetings (with attendance, and excused/unexcused absences) are made available to the membership by the Secretary via the semi-annual Agenda Book. Formally approved minutes of Members and Board meeting open sessions are available upon request from the Board Secretary.
- Repeatedly absent Trustees will be noted in the meeting minutes.
- Board attendance percentage will be reported when Trustees stand for re-election (e.g., Jon attended 95% of scheduled meetings this year).
- We will maintain a year-to-date summary of Trustee attendance that shall be available, upon request by Members and/or the Board of Trustees, from the Board Secretary.

All Trustees are expected to actively participate in a professional, respectful and non-disruptive manner.
**Suggested response to a Trustee attendance problem**

If an attendance problem exists regarding a Trustee, the Board Chair will promptly contact the Trustee to discuss the problem. The Trustee’s response will promptly be shared with the full Board at the next Board Meeting, or earlier, per the discretion of the Board Chair. In the next Board meeting, the Board can decide what actions, if any, to take regarding the Trustee’s future membership on the Board, which could include a motion of termination being brought to the Voting Members at the next semi-annual Members Meeting. If the Board decides to seek termination of the Trustee’s membership, termination will be conducted per the process may specified in the bylaws (see Article VII: Board of Trustees. Removal.).

The termination process includes the following steps. The Board Chair will call the Trustee with the board-attendance problem and notify him or her of the Board’s decision to seek termination of the Trustee’s membership, per the terms of the bylaws. The Chair will request a letter of resignation from the Trustee to be received within the next two weeks. If a resignation is received, the Board will vote regarding acceptance of the Trustee’s resignation letter in the next Board Meeting. If a resignation is not received, the Board Chair will bring a motion of termination before the Voting Members for discussion and vote.

**Expectations for Invited or Other Guests at Members and Board Meetings**

At the discretion of the Board of Trustees and/or the President/CEO, outside guests are occasionally invited to participate in Members and/or Board meetings as active contributors (i.e., invited speakers, panelists, topical experts, etc.) or as observers. Such invitations are always made with the intention of bringing benefit to the Members and/or Ocean Leadership, itself (i.e., building cross-constituency communication and bridges, providing expertise to inform discussion and/or action, etc.).

While invited guests do not have specific rights under Robert’s Rules of Order, their participation and engagement is expected, per their role, and is encouraged.

Occasionally, individuals who are not Member Representatives (or Alternate or individuals formally designated as the Temporary Alternate) or on the Board of Trustees choose to attend the open session of a Members and/or Board meeting without having received an invitation. Under most circumstances, their attendance is not problematic, but such “self-invitation” is not encouraged because Members and Board meetings are intended for the benefit of the formally designated for Ocean Leadership Members and the formally designated Member Representatives (or Alternates or Temporary Alternates) and the Board of Trustees, respectively. They are not meetings generally open to the broader ocean sciences community or to the public, regardless of an individual’s institutional affiliation.

Under Robert’s Rules of Order, “self-invited” guests have no rights with reference to the proceedings of the meeting, though the floor may be granted to them for comments or questions, per the discretion of the Board Chair. Such guests can also be excluded from any part of the meeting by a ruling from the Board Chair. Such guests are expected to participate in a professional, respectful and non-disruptive manner.

**Expectations for Ocean Leadership staff at Members and Board Meetings**

It is the practice of the Ocean Leadership Board of Trustees to invite Ocean Leadership staff to participate in open sessions of Members and Board meetings as general observers who may also be called upon to provide specific expertise or information that supports discussion. This practice supports a culture of transparency in membership and governance that benefits Ocean Leadership as a whole and is valued by the Board.

Generally speaking, most staff need not sit through the entire meeting and should remain sensitive to effective use of their time. When staff do participate, they are expected to do so in a professional,
respectful and non-disruptive manner and are generally expected to be seated in the periphery of the room, unless he or she has a specific and identified role the discussion.

Approved by the Executive Committee: December, 2014
Endorsed by the Board of Trustees: