INTERSTATE TECHNOLOGY AND REGULATORY COUNCIL (ITRC)
GOVERNANCE DOCUMENT

1.   Introduction

The Interstate Technology and Regulatory Council (ITRC) is a state-led coalition working together with federal partners, industry/private sector, academia, and public and tribal stakeholders to achieve regulatory acceptance of innovative environmental technologies and approaches through producing documents and training courses. ITRC was created in 1995 by the Committee to Develop On-Site Innovative Technologies under the Western Governors' Association. Today, ITRC is a program formed under the Environmental Research Institute of the States (ERIS), which is the research and educational arm of the Environmental Council of the States (ECOS). The purpose of this governance document is to state the mission and goals of ITRC and to outline its operating principles.

2.   Purpose and Mission

The purpose of ITRC is to advance innovative environmental decision making. ITRC's mission is to ***develop information resources and processes to break down barriers to the use of technically sound innovative solutions for healthy communities, economy and environment.***

3.   Description of Organization

ITRC consists of state, federal, industry/private sector, academia, emeritus, and public and tribal stakeholder members, organized into functional teams focused on technical or topic-specific projects. ITRC seeks not to set environmental policy, but to identify when regulatory policies impede the implementation of innovative environmental technologies and approaches.

ITRC is a program of ERIS, which is a 501(c)(3) organization incorporated in the District of Columbia and managed by ECOS. ERIS focuses on environmental education and research. ECOS is the national, nonprofit, nonpartisan association representing the state and territorial environmental commissioners.

ERIS issues and administers contracts on behalf of ITRC.

3.1   Affiliations

ITRC is a program under the ERIS Bylaws. ERIS is responsible for legal and fiscal management of ITRC, including providing final approval of individual voting members of the ITRC Board of Advisors, approval of the ITRC budget, approval of support contracts and grants, and final approval of amendments to this governance document and the "ITRC Strategic Plan." As the parent organization to ERIS, ECOS is responsible for providing the staff and Director to support the ITRC.

3.2   Membership

Membership in ITRC is open to employees of state and federal agencies, local (municipal and county) agencies, public, government emeritus and tribal stakeholders, industry/private sector, academicians, and members of public or private organizations. Industry/Private sector members must join ITRC through the Industry Affiliates Program (IAP, see Section 4.4). States formalize membership in ITRC by appointing a State Point of Contact (POC). Other venues for membership in ITRC may be created by the ITRC Board of Advisors as considered necessary to conduct the work of the ITRC. Individual members renew their membership commitment annually. Members of the ITRC are subject to the conflict-of-interest policy (see Section 10).

3.3   Voting Privilege

The ITRC membership is entitled to vote [votes] to elect ITRC Board of Advisors Co-Chairs and on issues that are presented to the general membership in accordance with the ERIS Bylaws. Voting, by majority, occurs at regular meetings of the general membership. The ITRC Board of Advisors may decide to hold a membership vote electronically or in-person, and that vote must be fair and accessible to the membership.

4.   Management

Management of ITRC is carried out by the following groups or individuals.

4.1   ITRC Board of Advisors

The ITRC Board of Advisors serves the ITRC membership and is responsible for leadership and setting the strategic direction of the organization. The role of individual ITRC Board of Advisors members includes bringing membership issues and concerns to the full ITRC Board of Advisors for consideration. Decision making within ITRC is conducted within the ITRC Board of Advisors in accordance with ERIS Bylaws and the ITRC Governance Document.

4.1.1 Composition

The ITRC Board of Advisors consists of seven voting members. Seven members are from state environmental or related state agencies; these seven members include two Co-Chairs. When possible, geographic diversity should be taken into account when appointing ITRC Board of Advisors members to achieve a balanced representation from across the nation. ITRC's federal partners appoint liaisons to ITRC who provide support to the ITRC Board of Advisors. These federal liaisons are non-voting members of the Board. Industry appoints liaisons to ITRC who provide support and are non-voting members of the Board

4.1.2 Responsibilities

The ITRC Board of Advisors sets the strategic direction of the organization and oversees implementation of the ITRC Strategic Plan. The ITRC Board of Advisors oversees work of the ITRC Technical Teams, Team Leaders, and other functional groups and leaders within the organization (e.g., State Engagement Program, Training Program). The ITRC Board of Advisors is also responsible for consideration and recommendation of ITRC entering into memoranda of understanding or agreement with other organizations. Roles and responsibilities for each ITRC Board of Advisors position are listed in the ITRC Roles & Responsibilities Position Handbook.

ITRC Co-Chairs (2 positions)
● Two state environmental agency (or related) employees elected by the general ITRC membership to serve as the ITRC Co-Chairs and responsible for ITRC leadership, management, and strategic direction and for presiding over meetings of the ITRC Board of Advisors to ensure that its business is conducted in an orderly fashion.
● In consultation with the full ITRC Board of Advisors, the ITRC Co-Chairs appoint new voting members of the ITRC Board of Advisors.

Five (5) State Agency Employees
● All ensures communication and information exchange among the ITRC membership and the ITRC Board of Advisors.
● One (1) Team Leader Liaison responsible for overseeing and coordinating the work of ITRC Technical Teams.
● One (1) State Engagement Coordinator responsible for the overall coordination of the State Engagement Program and State POCs.
● One (1) Training Program Coordinator responsible for the overall coordination of ITRC's Training Program.
Two (2) positions that serve the current needs of ITRC and the ITRC membership as needed. This includes representing the viewpoint of the public, tribes, and communities affected by environmental problems.

Industry/Private Sector Liaisons (2 positions)
● Non-voting members of the ITRC Board of Advisors representing the industry/private sector and responsible for managing the ITRC IAP membership sector.
● Represents the viewpoint of the IAP membership and provides input to the ITRC Board of Advisors for strategic direction based on industry and private-sector interests.
● Ensures communication and information exchange between the IAP membership and the ITRC Board of Advisors.

Federal Liaisons/Nonvoting Members
● Nonvoting members of the ITRC Board of Advisors representing ITRC funding entities and co-sponsors, including but not limited to federal partners (e.g., Department of Energy, Department of Defense, and Environmental Protection Agency) and state associations.
● Provide their organization's input on priorities for ITRC to consider within Technical Team activities and other programs within ITRC.

4.1.3 Election and Terms

The ITRC Board of Advisors Co-Chairs are elected by the ITRC membership at the Annual Meeting and serve staggered, three-year terms. Nominations for the Co-Chairs must be submitted to the ITRC Director no later than 30 days prior to the election. If a co-chair cannot fulfill the duties of their position during their term and prior to the upcoming Annual Meeting, then a member of the existing voting Board may fill that position in an acting status until the next meeting when an election can be held. The Acting Chair's prior position on the Board will then be backfilled (as a temporary assignment) via an Acting Appointment by the two Chairs and with concurrence from the Board.

Members of the IAP recommend IAP members to the Co-Chairs to serve as Industry/Private Sector Representatives on the ITRC Board of Advisors. Voting ITRC Board of Advisors members are formally approved in accordance with the ERIS Bylaws (see Section 3.1). A voting ITRC Board of Advisors member may serve no more than two consecutive terms in the same ITRC Board of Advisors position. Nonvoting federal liaisons to ITRC Board of Advisors serve at the direction of, and for durations determined by, their respective organizations.

4.1.4 Quorum and Vote

The ITRC Board of Advisors has a goal to make decisions on a consensus basis. When voting is necessary, it is conducted through a majority vote with a quorum of voting members present. Quorum is defined as at least five voting members, four of whom must be state members. Majority vote is defined as more than half of those voting. Voting members not present for a vote on a specific issue may submit a vote by e-mail or a written proxy to all other voting ITRC Board of Advisors members in advance of the vote.

The ITRC Board of Advisors may conduct voting by e-mail. A motion must be made, seconded, and communicated to the voting ITRC Board of Advisors members by e-mail, along with a reasonable deadline for a response. A quorum of the ITRC Board of Advisors must respond to the motion within the deadline for the vote to be valid. In the event of a tie, the ITRC Director will cast the tie-breaking vote.

4.1.5 Standing Committees

The ITRC Board of Advisors may initiate standing committees to accomplish specific objectives. Standing committees are formed by vote of the ITRC Board of Advisors and are dissolved when their stated objectives are achieved or upon the ITRC Board of Advisors' determination that they are no longer needed.

4.2 Technical Teams and Leaders

Technical Teams are the core unit of ITRC. They manage the technical work of ITRC and produce documents and training courses which support the mission of the organization. Members of Technical Teams are ITRC members from state, federal, or local (municipal or county) environmental agencies, federal partner organizations, industry/private sector, private or public organizations, academia, emeritus experts, and public and tribal stakeholders.

Representation from a minimum of five states is required for Technical Team formation. If within the first 90 days of team registration, the scope of the work plan or a direction for the team remains undefined, the ITRC Director (in consultation with the Board of Advisors) will evaluate the value of the team continuing. Individual team members are expected to provide substantive input as determined by the Team Leader. Continued Technical Team membership is contingent upon continued substantive input.

Technical Team Leaders or Co-Leaders are state environmental agency (or related) personnel who are responsible for the planning, management, and products of the ITRC Technical Teams. Technical Team Leaders must be approved by the ITRC Board of Advisors and are expected to adhere to ITRC policies and procedures that relate to planning and management of teams.

4.3   State Points of Contact

ITRC member states appoint a representative to ITRC to serve as their State POC. POCs are the primary day-to-day communication link between ITRC and states and serve as their states' implementation leaders. This communication link is the means for POCs to take ITRC tools and resources back to their states for implementation and to bring their states' environmental priorities and emerging issues to ITRC. State POCs contribute to the usability and quality of ITRC documents and training courses through state surveys, reviews and comments, and the concurrence process for ITRC documents. POCs also review, comment and rank the technical project team proposals annually. POCs are members of the ITRC State Engagement Program.

4.4   Industry Affiliates Program

The IAP supports the ITRC in its mission by providing financial, technical, and market information and resources to the ITRC. The IAP does the following:

● Serves as the official membership group and primary assembly for industry and private sector participation in and contribution to the ITRC.
● Chooses two representatives who are recommended to the ITRC Board of Advisors Co-Chairs as the Industry/Private Sector Representatives on the ITRC Board of Advisors.
● Advocates for industry/private sector members within ITRC.
● Provides high-quality and up-to-date information and resources to ITRC.
● Reviews and comments on ITRC documents and training.
● Reviews, comments on, and ranks ITRC proposals.
● Promotes, publicizes, and expands awareness of ITRC products and the IAP within member organizations and to potential member organizations.

The IAP does not do the following:

● Serve as a forum for marketing activities unless officially sanctioned by ITRC (e.g., booth exhibits at meetings).
● Engage in lobbying activities.

IAP is the formal membership program for industry and private sector companies within ITRC. Industry and private sector organizations may join IAP by completing an application form and paying the appropriate membership fee, as stated in the Annual IAP Brochure and IAP Membership Form. Membership in the IAP is limited to organizations that are not U.S. federal or state government entities and includes site/liability owners, consultants, contractors, vendors, and trade associations. Individuals from industry or the private sector whose only role in ITRC is to represent federal interests (e.g., federal contractors) may be exempt from IAP membership and, thus, do not participate in IAP activities. These individuals must be confirmed by their appropriate federal agency as their representative. Issues or conflicts regarding this definition of industry are resolved by the ITRC Board of Advisors Industry/Private Sector Representative and the Co-Chairs.

4.5   ITRC Director

The ITRC Director is an employee of ECOS and is located in the ECOS offices in Washington, DC. The ITRC Director reports to the ITRC Board of Advisors co-chairs and to the ECOS

Executive Director. The ITRC director supports the full ITRC Board of Advisors. The ITRC Director is responsible for implementing all the strategic decisions and the technical programs approved by the ITRC Board of Advisors and for conducting and coordinating all the day-to-day activities of ITRC. The ITRC Director ensures that the overall objectives of ITRC are being achieved and the work plan is being implemented. The ITRC Director manages and is responsible for all staff supporting ITRC. The ITRC Director interacts with all components of ITRC. The ITRC Director is the primary liaison between ITRC and state governments, state and federal agencies, public organizations, and industry/private sector. Other responsibilities include the following:

● Developing, negotiating, and managing all contracts supporting the ITRC mission.
● Preparing proposals, budgets, and reports for ITRC and ITRC funding agencies and organizations.
● Providing frequent updates and briefings to the ITRC Board of Advisors, federal sponsors, contract support, ITRC members, ECOS, and ERIS.
● Ensuring contractual and legal compliance.
● Soliciting new and diverse funding sources
● Outreach to state, federal, industry, or the private sector and public and tribal stakeholder partners.

4.6   ITRC Contract Support

Contract support is provided by ERIS for ITRC. Dependent on ITRC funding, contractors may provide support for the ITRC Website, ITRC Membership, ITRC Communications and Outreach, ITRC Training Program, ITRC Technical Teams, ITRC State Engagement Program, and ITRC Board of Advisors.

Additional contract support needs will be addressed by the ITRC Board of Advisors when applicable and on a case-by-case basis.

5.   Meetings

The work of ITRC is carried out through meetings and communications among the membership. Information regarding work of ITRC and schedules for and results of meetings are available on the ITRC website at www.itrcweb.org.

5.1   Membership

General ITRC membership meetings are held regularly. Meetings are scheduled for locations within the United States that serve the goals of ITRC. The meetings are planned in coordination with the ITRC Board of Advisors, Technical Teams, State Engagement Program, and Training Program and are announced at least 30 days in advance.

5.2   Teams

ITRC Technical Teams meet during ITRC general membership meetings and at such other times approved by the ITRC Board of Advisors as listed in the Technical Team's Project Workplan. Team Leaders and members also conduct their work via electronic media. Team Leaders meet at

an annual team kickoff meeting with Program Advisors, Team Leader Liaison, and other ITRC leadership to plan the work of the team for the coming calendar year.

5.3   State Engagement

The State Engagement Program meets during ITRC general membership meetings and at other times as may be necessary and approved by the ITRC Board of Advisors. The State Engagement Program also conducts its work via regularly scheduled meetings through electronic media. Meetings of the State Engagement Program are planned and announced at least 30 days in advance. Minutes are taken of meetings and available to members on the ITRC website.

5.4   ITRC Board of Advisors

The ITRC Board of Advisors conducts its work, via regularly scheduled meetings through electronic media. Meetings of the ITRC Board of Advisors may be held at the Annual Meeting, an annual ITRC Board of Advisors meeting, and such other times as necessary to conduct its business. Meetings of the ITRC Board of Advisors are called jointly by the Co-Chairs except in extenuating circumstances when one Co-Chair is unavailable; then the other Co-Chair alone may call a meeting. In the event that both Co-Chairs are unable to call a meeting, the State Engagement Coordinator or the Team Leader Liaison may call a meeting.

All ITRC Board of Advisors meetings are planned and announced at least seven days in advance. Executive sessions of the ITRC Board of Advisors may be called on a shorter notice at the discretion of the Co-Chairs. Minutes of regular ITRC Board of Advisors meetings are approved by the ITRC Board of Advisors and available to members on the ITRC website. Voting ITRC Board of Advisors members may meet in executive session during a regular ITRC Board of Advisors meeting or by phone when deemed necessary by the Co-Chairs. A quorum of voting members must be present at such meetings where voting is necessary. Any decisions made or votes taken by the ITRC Board of Advisors during executive session are published in minutes. All meetings of the ITRC Board of Advisors are conducted based on a stated agenda and rely as needed on the procedures described in *Robert's Rules of Order*.

6.   Administrative Support

Administrative support for the various functions of ITRC are provided by permanent staff of ECOS or by contracts administered by ERIS. ITRC does not have a permanent staff.

7.   Funding

Funding for ITRC and its programs is provided by cooperative agreements, grants, donations, IAP membership fees, and revenue from training activities. Whenever possible, ITRC seeks to leverage its current funding sources through the voluntary activities of its membership. All funds that support ITRC are received and managed by ERIS. ITRC also receives in-kind support from government agencies, states, and individuals.

8.   Reimbursement and Stipends

Subject to the ITRC conflict-of-interest policy, travel reimbursement may be provided to active and approved state, academic, emeritus, and public and tribal stakeholder members.

Reimbursement shall be consistent with federal travel reimbursement policy and the ITRC Travel Policy.

9. Policies

The ITRC Board of Advisors establishes policies for its membership. All existing and future policies pertaining to the organization and operation of ITRC are and will be consistent with the ERIS Bylaws.

10. Conflict-of-Interest Policy

The ITRC has established a conflict-of-interest policy in accordance with ERIS Bylaws. ITRC requires that all members adhere to the conflict-of-interest policy, as well as any conflict-of-interest policy established by their own organization.

10.1 General Policy

It is the policy of the ITRC Board of Advisors that ITRC members should act in a manner consistent with their fiduciary responsibilities to ITRC and should exercise particular care that no detriment to ITRC could result from conflicts between their interests and those of ITRC. ITRC seeks technical excellence and innovation but is not a forum for marketing, lobbying or advancing products. ITRC strives for consensus in decision making and during development of information resources. The level or type of funding provided by ITRC's federal partners or IAP members does not affect or influence ITRC's information resources and final products.

All members shall avoid conflicts of interest and shall disclose to the ITRC Board of Advisors any possible conflict of interest at the earliest practicable time. No ITRC Board of Advisors member shall speak on any matter under consideration at an ITRC Board of Advisors meeting or committee meeting without first disclosing any actual or possible conflict of interest. No ITRC Board of Advisors member shall vote on any matter in which there is or could be a conflict of interest. The minutes of such meetings shall reflect that a disclosure was made and that the ITRC Board of Advisors member abstained from voting. IAP members must disclose nonobvious financial or potential financial benefits for themselves or their families that could result from ITRC participation. Any member who is uncertain whether a conflict of interest may exist in any matter may request the ITRC Board of Advisors to resolve the question by majority vote.

An ITRC member shall be considered to have a conflict of interest if he or she and/or his or her family (including, but not limited, to spouse, parents, siblings, children, and any other relative residing in the member's household) has existing or potential financial or other interests that could impair the member's independent, unbiased judgment in the discharge of his or her responsibilities to ITRC.

10.2 Specific Policy

State members (including state-affiliated ITRC Board of Advisors members, POCs, Team Leaders, and team members who are state employees) and public and tribal stakeholders shall not use ITRC or ITRC resources to obtain personal financial gain. State Team Leaders and team members shall not engage in personal business relationships with other team members. State team members are required to disclose to their team and the ITRC Board of Advisors their

financial interest in any side business related to the team's technical work. The ITRC Board of Advisors shall make a determination if this involvement constitutes a conflict of interest.

10.3 Gifts

Individuals are expected to adhere to their own organization's conflict-of-interest policy when engaging in ITRC activities. If no organizational policy exists, ITRC state members, public and tribal stakeholders, employees, and their family members are prohibited from accepting, from any person or party who might seek to influence ITRC activities and products, a gift valued more than $25.00. Furthermore, the total value of all gifts from the same person may not exceed more than $50.00 in a calendar year.

IAP members may not provide gifts, money, or gratuities to state members, public or tribal stakeholders, employees, or their families. ITRC awards for membership service are excluded.

10.4 ITRC Board of Advisors' Authority

Items that are not covered in this policy shall be addressed by the ITRC Board of Advisors on a case-by-case basis. The ITRC Board of Advisors is the final arbitrator for addressing conflict-of-interest matters.

11. Amendments

The "ITRC Governance Document" may be amended by majority vote of the ITRC Board of Advisors and ERIS approval.