



# Oak Ridge Site Specific Advisory Board

## BYLAWS

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## **I. MISSION**

The mission of the Oak Ridge Site Specific Advisory Board (ORSSAB) is to provide informed advice and recommendations concerning site specific issues related to the Department of Energy's (DOE's) Environmental Management (EM) Program at the Oak Ridge Reservation. In order to provide unbiased evaluation and recommendations on the cleanup efforts related to the Oak Ridge site, the Board seeks opportunities for input through collaborative dialogue with the communities surrounding the Oak Ridge Reservation, governmental regulators, and other stakeholders.

## **II. FUNCTIONS, SCOPE, AND ACCOUNTABILITY**

**A. Functions:** At the specific request of EM, the Board will provide independent advice and recommendations to the Assistant Secretary for EM, the DOE Oak Ridge Office (ORO) Manager, or the DOE ORO Assistant Manager for EM. The Board will provide advice and recommendations in response to charges issued by EM or the Site Manager.

**B. Scope:** The scope of the Board includes:

1. The opportunity for the Board to discuss with EM their proposals and plans for such matters as EM facility expansions and closings, environmental projects, and the impact of environmental regulations; and
2. Any aspects of EM issues related to cleanup standards and environmental restoration, waste management and disposition, stabilization and disposition of non-stockpile nuclear materials, excess facilities, future land use and long-term stewardship, risk assessment and management, and cleanup science and technology activities.

**C. Accountability:** The Board interacts with the appropriate EM decision makers to provide advice on matters within its scope, on behalf of the citizens of Oak Ridge and the surrounding communities.

1. The Board seeks a free and open two-way exchange of information and views between Board members and EM, where all are invited to speak and to listen.
2. Board members may request access to independent technical advice, staff, and training.
3. The Board will develop specific operating procedures and undergo requisite training to ensure that all members will hear a wide range of views and use constructive methods for resolving conflict, making decisions, and dealing with the differing viewpoints.
4. The Board will always remain accountable to the public and EM, and seek to promote multicultural community involvement. The Board will develop culturally appropriate procedures to ensure public participation in EM's decision-making processes.
5. In compliance with the Federal Advisory Committee Act, Board meetings will be open to the public, and the Board will give advance notice of a minimum of 15 days. Board meetings will be held at regular times in public locations to encourage maximum public and Board participation.

6. EM will always remain mindful of the various stakeholder interests represented on the Board. It will seek to ensure that all interested parties and stakeholders continue to be adequately and equitably represented.
7. The Board members will send all requests to the EM Deputy Designated Federal Officer (DDFO) to ensure a prompt response. The DDFO is responsible for tracking DOE responses to requests from the Board and ensuring the completeness of those responses.
8. Site Specific Advisory Boards are jointly chartered as the EM Site Specific Advisory Board under the Federal Advisory Committee Act. The Board is thereby subject to the requirements of the EM Site Specific Advisory Board Charter, the Federal Advisory Committee Act (5 USC Appendix), and Federal Advisory Committee Management Requirements (41 CFR 101-6).
9. The Board shall develop and publish an Oak Ridge–specific annual report and seek stakeholder input and develop a general work plan each year based on the Board’s charge to guide the Board and its committees’ activities.
10. The Board will also maintain a repository of the Oak Ridge Board documents.

### III. MEMBERSHIP

- A. **Authority:** Pursuant to delegated authority, the Assistant Secretary for EM is authorized to appoint and remove EM SSAB members.
- B. **Terms of Office:** The Board shall consist of not more than 22 voting members. Two non-voting student representatives identified each year by area high schools will participate in Board activities for one year. The Board membership is on a rotation schedule that will encourage new individuals to participate and will maintain a balance between continuity and diversity inherent in the makeup of the Board.
  1. Terms of office will be two years.
  2. Members may serve three terms for a total of six years.
  3. If after significant recruitment efforts, it is found that the member pool is limited, a request for an exception from term limits may be made by the affected Field Manager to the Assistant Secretary.
- C. **Vacancies:** As soon as a vacancy exists following completion of a Board member’s term, resignation, or removal, Board members, members from the Oak Ridge communities at large, or individuals who work in the Oak Ridge area may be considered to fill the vacancy. Nominees should meet, as far as possible, the Board’s existing stakeholder balance, diversity, and geographical distribution. The DDFO shall forward his/her recommendations to the Office of EM in DOE Headquarters for approval. When a vacancy exists due to resignation or removal of a Board member, the vacancy shall be filled by interim appointment for the remainder of the unexpired term in accordance with the DOE EM Site Specific Advisory Board Guidance.

### IV. MEMBERSHIP RESPONSIBILITIES

- A. **Board Commitments:** Board members make the following commitments:

1. To attend regular meetings and receive training;
2. To review and comment on EM and other documents within their purview that come before the Board, and submit timely recommendations to EM;
3. To be available for committee work between Board meetings, and to participate fully in the affairs of the Board;
4. To work collaboratively and respectfully with other Board members and liaisons in the best interests of both the Board and the public;
5. To represent accurately all matters before the Board;
6. To handle in a responsible manner information and materials provided by the agencies, particularly drafts developed for an agency's in-house use, that might have significant future revisions as part of the agency's working practices;
7. To share any written communication about or for Board activities with the Board as a whole and with the DDFO;
8. To act for the Board or as its representative only with the majority vote of the Board;
9. To serve on at least one committee or task force during any given twelve month period as appointed by the Chair; and
10. To abide by the terms and conditions of the EM SSAB Charter and these bylaws.

**B. Liaison Commitments:** The Board requests that liaisons make the following commitments:

1. To define and communicate clearly to the Board the respective decision-making processes of the agencies they represent;
2. To provide timely access to information pertinent to EM and associated environmental issues and related decision making;
3. To inform the Board in a timely and proactive manner of agency processes, programs, projects, and activities pertinent to the Board's mission and purpose.

## V. BOARD STRUCTURE

**A. Chair, Vice Chair, and Secretary:** The Board will elect by majority vote, a Chair, Vice Chair, and Secretary, who will ensure that a diversity of viewpoints are considered in all Board discussions. It is preferred that candidates for the office of Chair have previous experience on the Executive Committee to better facilitate the function of said committee. The Chair will support the Board in a balanced and unbiased manner, irrespective of any personal views on a particular issue and see that all Board members have the opportunity to express their views.

1. The election for Chair, Vice Chair, and Secretary will be held before the first meeting of the fiscal year. The terms of the Chair, Vice Chair, and Secretary will be one fiscal year.
2. The Chair will serve as liaison with the Federal Coordinator, support staff, and facilitator(s), assisting in the preparation of the agendas, minutes of the meetings, and other necessary arrangements.
3. The Chair certifies to the accuracy of all minutes.

4. The Chair signs the certification of a recommendation that the Board has passed by consensus/majority. If consensus/majority is not reached, the Chair may refer the matter back to a committee or sign and send to DOE the majority and minority reports.
  5. The Chair assures necessary administrative support for the committees and task forces, and requests DOE support through the DDFO.
  6. The Chair shall recommend appointment of members of task forces to the DDFO and ensure that the membership of the committees and task forces reflects the diversity of the Board to the extent practicable.
  7. The Chair serves between regular meetings of the Board as contact for EM, interest groups, and the general public.
  8. The Vice Chair serves as Chair in the absence or incapacity of the Chair.
  9. The Secretary shall:
    - a. Assume the duties of the Vice Chair in his/her absence or disability;
    - b. Work with administrative staff to give due notice to DOE, Board members, and the public of all Board and committee meetings;
    - c. Keep full and accurate records of the proceedings of the Board and committee meetings (including attendance), with assistance from administrative staff;
    - d. Notify the Executive Committee of any member with two consecutive absences from regularly scheduled Board meetings;
    - e. Review minutes of Board meetings with the administrative staff for timely distribution to Board members; and
    - f. Work with the DOE Federal Coordinator, administrative staff, and any designated committee to review an annual report and an annual work plan. The Board year begins October 1.
    - g. Prior to any vote, provide a status of members present to verify whether a sufficient quorum exists for recommendations.
  10. The Chair, Vice Chair, and Secretary will have other duties as assigned by the Board.
  11. In the absence of the Chair, Vice Chair, and Secretary, the immediate past Chair, if that person still serves on the Board, shall serve as Chair of the Board meeting. In the absence of the immediate past Chair, the immediate past Vice Chair, if that person still serves on the Board, shall serve as Chair of the Board meeting. If none of these persons is present, those Board members present shall select, with the approval of the DDFO, a Chair for the meeting.
  12. No officer of the Board shall serve more than two consecutive years in the same office.
- B. Committees:** The Board will establish its committees prior to the beginning of each fiscal year to reflect the Board's approved work plan for that year.
- C. Other Committees and Task Forces:** The Board may establish ad hoc committees or task forces as it deems necessary.

#### **D. Structures of Committees, Ad-hoc Committees, and Task Forces:**

1. Membership on committees will be on a volunteer basis, and Board members must serve on at least one committee.
2. Committee members may develop additional operating procedures consistent with the bylaws.
3. Committees may not directly submit recommendations to EM. They are solely responsible for producing draft proposals or information for the full Board. Before presenting a recommendation to the Board, the committee should have passed the recommendation by majority vote of the members attending the meeting.
4. The committees will meet independently of the Board. If the meetings of the committee are open to the public, they must hold them in public locations after appropriate notice.
5. If a written summary of the committee meetings is prepared, the Chair of the committee will provide it to the Board.
6. Election of the Chair for the committees will occur annually, or as necessitated by vacancies. Standing committees may, at their discretion, internally select, elect, appoint, or remove committee Co-Chair or Vice Chair (either title bearing the same intended meaning), from among only the properly appointed Board members of the committee. Co-Chairs or Vice Chairs shall serve and act in the temporary absence of the duly elected committee chairperson.
7. Committee Chairs shall notify the Board Chair and the DDFO of the selection, election, appointment, or removal of any standing committee Co-Chair or Vice Chair.
8. Except for the Nominating and Executive committees, non-Board members shall be allowed to vote in committee meetings but shall not hold Committee leadership positions.
9. Ad-hoc committees and task forces shall be established by the Board for the purpose of investigating special topics. The charge to, Board membership of, and Chair of the ad-hoc committees and task forces shall be established by the Board and approved by the DDFO. The Board shall establish the charge to, term of, and reporting requirements of each ad-hoc committee and task force.
10. Ad-hoc committees and task forces shall be confirmed by the Chair, upon recommendation of the Chair of the respective committee, ad-hoc committee, or task force. Members of the public may be allowed to participate on a non-voting basis for any ad-hoc committee except for the Nominating Committee. The DDFO shall concur in all recommendations for participation by non-Board members.

**E. Executive Committee:** The Board has an Executive Committee consisting of the Chair, Vice Chair, Secretary, and Chairs, Co-Chairs, or Vice Chairs of the various standing committees established during the fiscal year. The Executive Committee shall meet at least bimonthly and may hold other meetings at the call of the Board Chair to consider matters of importance that may require immediate resolution. The DDFO or the DDFO designated SSAB Federal Coordinator shall serve as a non-voting member of the Executive Committee.

1. During the intervals between Board meetings, decisions involving the daily business operations of the Board (e.g., setting budgets and agendas, coordinating committee

requirements and activities, etc.) shall be made by majority vote of the Executive Committee. However, this committee shall have no authority to set Board policy or make any recommendations to EM.

2. Actions on routine general administrative matters requiring time-critical action by the Executive Committee may be handled by polling members of the Executive Committee through any quick means of communication. Decisions will be validated by the Board Chair and documented in the minutes of the next regularly scheduled Board meeting.
3. The Executive Committee shall have no authority to act for the Board on any motion or recommendation that affects a decision made by the full Board. Any motion or recommendation affecting a decision of the Board shall be submitted by the Executive Committee to the Board for consideration at the next regularly scheduled Board meeting.

**F. Work Sessions:** Work sessions are defined as meetings of the Board, including ex officio members, at which official action may not be taken. They must, however, be formally advertised, to be in compliance with the Federal Advisory Committee Act.

**G. Executive Session (Closed Session):** Upon approval of the Secretary of Energy, the Board shall announce fifteen days in advance of the meeting an Executive Session for matters concerning litigation or private personnel matters.

**H. Removal of Board Officers:** An officer of the Board (Chair, Vice Chair, Secretary, or standing committee Chair, Vice Chair, or Co-Chair), may be removed from their office for misconduct or neglect of duty by a vote of the Board upon the recommendation of the Executive Committee, the recommendation of the DDFO, or a duly authorized motion tendered by a Board member at a regularly scheduled Board meeting.

**I. Replacement of Officers:**

1. A Board office vacancy (Chair, Vice Chair, or Secretary) that comes into existence will be announced at a regularly scheduled Board meeting.
2. An election by the entire Board will be held at the next regularly scheduled Board meeting after the meeting at which the vacancy was announced. In the event of a removed, resigned, or abandoned vacancy in the Chair, Vice Chair, or Secretary, the term of office of any interim replacement election for the Chair, Vice Chair, or Secretary shall expire on September 30<sup>th</sup> and the regularly scheduled annual election shall be held as provided in Article V, Section A, Number 1.
3. If both the Chair and Vice Chair become vacant at or near the same time, then the Board shall, at the meeting at which the vacancy is announced, elect by majority vote a Chair and Vice Chair to serve the Board until, and at, the next regularly scheduled Board meeting. To prevent delay in Board work, and in the absence of a timely interim election, the Executive Committee shall appoint, subject to DDFO approval, an Acting Chair and Vice Chair (if needed or desired), from among the voting members of the Executive Committee, to serve the Board until the next regularly scheduled Board meeting.

## **VI. DECISION MAKING**



All Board decisions relating to recommendations and advice to DOE shall be reached through parliamentary procedure. The Board shall strive for substantial agreement among Board members for approval of recommendations and advice to DOE.

- A. Quorum for Meetings:** For the purpose of conducting business, a quorum shall be a simple majority of the membership of the Board or Executive Committee.
- B. Approval of Recommendations:** Recommendations shall be approved by majority vote of the entire Board membership.
- C. Proxy Voting:** Voting by proxy on any Board or committee action is prohibited.
- D. Bylaws Amendments:** These Bylaws may be amended at any regular meeting of the Board by a majority vote of the entire Board membership, provided that the proposed amendment was submitted in writing and read at a previous regular business meeting. (Also see Section XII.)
- E. Removal of Officers:** An officer of the Board may be deposed from office for misconduct or neglect of duty in office by a two-thirds vote of the Board.
- F. Requirements for Recommendations to EM:**
  - 1. Standing committees, the Executive Committee, or individual members may propose recommendations to the Board.
  - 2. Proposed recommendations must be in writing.
  - 3. Proposed recommendations will be included in Board packets or be made available to members prior to the Board meeting, along with supporting background documentation.
  - 4. Proposed recommendations will be discussed at Board meetings and will be approved, rejected, or returned to committees for further work (e.g., editing, refinement, and incorporation of public and/or members' comments).
  - 5. Proposed recommendations will be introduced as motions for Board approval.
  - 6. When an issue comes before the Board, the Chair may refer the issue to the appropriate standing committee or create an ad-hoc committee for that issue. The standing committee or ad-hoc committee will report progress to the Board at the next meeting.
  - 7. Board members who disagree with an approved recommendation should document it in writing.
  - 8. When it appears that the Board has reached agreement on a particular recommendation, the Chair may call for a vote.
  - 9. Recommendations dealing with complicated and/or controversial issues may require more than one draft and may take two or more months to evolve into a form that is acceptable by a majority of the Board.
- G. Administrative Decision Making:**
  - 1. Administrative functions of the Board may be delegated to the Chair who may assign actions to the Federal Coordinator and/or his/her staff.

2. If the Board finds need to review or affirm specific decisions made under the authority delegated to the Chair, such affirmation will be expressed by a majority vote of the Board at the next meeting.

**H. Procedures and Parliamentary Law:** The current edition of “Robert’s Rules of Order” shall apply on all questions of procedures and parliamentary law not specified in these bylaws.

## **VII. ROLE OF THE FACILITATOR**

A professional facilitator may be hired to help the Board organize its work, prepare an agenda based on consultations with the Board and the Chair, facilitate the Board meetings, and work with the staff to prepare the minutes of the meetings.

## **VIII. CONDUCT AND FORMAT OF MEETINGS**

### **A. Meeting Format:**

1. Public notices will be printed in the Federal Register at least fifteen (15) days before the meeting. Announcements may be made on the radio and in local newspapers.
2. The Board will meet as needed, with the length of meetings determined by the agenda.
3. The Board will submit its agenda for the approval of the DDFO. In preparing the agenda, the Board reviews its work plan and, if appropriate, obtains additional input from its members and committees and the public.
4. Meetings will be open to the public; a section of the meeting room will be set aside for observers; and public comment is invited at appropriate times during a meeting.
  - a. There will be a fixed agenda time for public comment. A non-recused Board member may not address the Board during the time set aside for public comment. The public comment period may be extended by the Chair or by consensus of the Board members in attendance.
  - b. If required, at the discretion of the Chair, the fixed time will be divided equally among the members of the public who request to speak.
  - c. Before a decision on a recommendation is made, the Chair may invite members of the public to offer their input. The Board will determine in advance how much time they will allocate for public input.
  - d. Members of the public may offer their comments in writing and give them to the DDFO.
  - e. Time will be set aside for Board member comments during each meeting.
5. Any meeting will be set up in terms of both the physical arrangements and the agenda to facilitate hearing and discussion.
6. Minutes of the meetings will be kept by an individual designated by the Chair, distributed to the Board members for their review and made available to the public. Each meeting agenda will include the opportunity for members to make revisions to the minutes of the previous meetings.

The Chair or Vice Chair must approve the minutes within 90 calendar days of the meeting to which they relate. In the absence of the Chair or Vice Chair the DDFO must make such certification.

7. Any product of the Board, such as policies, positions, reports, advice or recommendations given to DOE, must be reviewed by the Board in final distribution form before distribution and being placed in the DOE public reading rooms and any other places deemed appropriate.

#### **B. Conduct of Meetings:**

1. The Board may utilize a neutral third party facilitator to assist it in accomplishing its mission. In all instances the facilitator will operate in a completely neutral, balanced, and fair manner.
2. Board members will show respect to each other, EM, liaisons, and the public.

### **IX. BUDGET**

1. **Authority:** Funding amounts will be determined yearly based on the Board's approved work plan and availability of funds. The DDFO retains the fiscal responsibility for the Board but may assign a fiscal agent acceptable to EM.
2. **Compensation:** Board members will serve without compensation but may receive reimbursement for direct expenses related to the work of the Board and meeting attendance.
3. **Travel Expense:** Board, committee, and task force members are required to follow applicable federal travel regulations. All travel expenses must be submitted to the Federal Coordinator for reimbursement according to Federal guidelines. Trip reports by Board members must be prepared within 30 days and submitted to the support staff for inclusion in the Board's records.

### **X. EVALUATION**

- A.** The Chair shall appoint a committee of members to conduct an annual evaluation to assess how adequately it is representing stakeholder interests and meeting the needs of the public. The Board may also evaluate the responsiveness of EM. After Board approval, but no later than December 31<sup>st</sup>, the report will be submitted to EM.
- B.** The Board may evaluate the responsiveness of OREM to recommendations and other questions.

### **XI. CONFLICT OF INTEREST**

- A. Definition:** Board members are prohibited from personally and substantially participating as a Board member in any particular matter in which the Board member or the Board member's spouse, minor child, general partner, or employer has a financial interest. This restriction also applies if the Board member is negotiating or has any arrangement concerning prospective

employment with any person or organization that has a financial interest in any particular matter before the Board.

- B. Enforcement of Conflict of Interest Policy:** Questions concerning conflict of interest shall be referred to the DDFO and/or the Federal Coordinator, who will seek the advice of legal counsel for resolution.
- C. Recusal:** If a Board member is aware of a conflict of interest, as defined above, the member shall immediately inform the DDFO and the Board of the interest and shall refrain from participating in discussions and recommendations in which a conflict or potential for conflict of interest exists.
- D. Principles of Conduct:** Board members shall abide by the following conflict of interest principles:
1. Members shall refrain from any use of their membership, which is or gives the appearance of being motivated, by the desire for private gain.
  2. Members shall not use, either directly or indirectly for private gain, any inside information obtained as a result of Board or committee service.
  3. Members shall not use their positions in any way to coerce, or give the appearance of coercing, another person to provide a financial benefit to the member or any person with whom the member has family, business, or financial ties.
  4. Members shall not knowingly receive or solicit from persons having business with DOE anything of value as a gift, gratuity, loan, or favor while serving on the Board or in connection with such service.

**a. Exceptions:**

Members may receive an unsolicited gift from persons having business with or an interest in DOE if:

- i. The gift has an aggregate market value of \$20 or less per occasion, provided that the aggregate market value of the individual gift received from any one person under the authority of this paragraph shall not exceed \$50 in a calendar year;
- ii. The gift is motivated by a family relationship or personal friendship rather than a member's position; and
- iii. The gift results from the business or employment relationship of a member's spouse or the outside business or employment activities of a member when it is clear that such gifts are not enhanced because of the member's position.

## **XII. AMENDING THE BYLAWS**

- A. Policy:** The Board shall have the power to alter, amend, and repeal these bylaws in ways consistent with the Amended Charter of the EM Site Specific Advisory Board, and other applicable laws, regulations and guidelines. Any member of the public, the Board, or one of the Agencies may propose an amendment. However, to be considered by this Board the proposed amendment must be sponsored by a Board member. The bylaws may be amended at any regular meeting of the Board by a majority vote of the entire Board membership,

provided that the proposed amendment was submitted in writing and read at a previous regular business meeting.

- B. Approval:** All amendments to these bylaws must be approved by the Designated Federal Officer in consultation with the Office of General Counsel.

### **XIII. ADOPTION OF THE BYLAWS**

- A.** These bylaws will be effective:

1. Upon the affirmative vote of the Board membership,
2. Execution by the Chair,
3. Review and approval by the DOE Office of the General Counsel, and
4. Approval of the EM SSAB Designated Federal Officer.

- B.** All previous bylaws or procedures are hereby rescinded.

### **XIV. SUBORDINATION AND SEVERABILITY OF THE BYLAWS**

If a conflict arises with respect to any provision of these Bylaws and federal statutes, the laws of the state of Tennessee, or federal or state regulatory authority, then the superseding law or regulation shall control. In the event that any provision of these bylaws is invalid, such invalidity shall not affect the remaining provisions that shall continue in full force and effect.

*APPROVED: November 14, 2007*

*REVISED: April 10, 2019*