



Advisory Committee Charter

Revised January 2026

Introduction

The [San Francisco Bay Restoration Authority Act](#) (Restoration Act), established the San Francisco Bay Restoration Authority (Authority). The Restoration Act requires the formation of an Advisory Committee (AC) to assist and advise the Governing Board in carrying out its functions, and describes the AC's membership and responsibilities (California Government Code Section 66703.7). The San Francisco Bay Clean Water Pollution Prevention and Habitat Restoration Measure ([Measure AA](#)), passed by the voters of the nine Bay Area counties in June 2016, gives the Advisory Committee additional responsibilities. The Governing Board adopted an [Advisory Committee Procedural Document](#) (revised October 2022) to summarize the guidance provided by the Restoration Act and Measure AA and document additional policies approved by the Board. The AC has created this Charter to supplement the Procedural Document by providing additional principles and procedures to ensure that the group functions as intended.

Purposes and Responsibilities of the Advisory Committee

The Advisory Committee Procedural Document identifies the following key responsibilities of the AC:

1. Advise the Restoration Authority's Governing Board about implementation of Measure AA and all other aspects of the Restoration Authority's activities under Measure AA, to ensure maximum benefit, value, and transparency.
2. Make recommendations to the Governing Board regarding expenditure priorities under Measure AA.
3. Work with Restoration Authority staff to develop grant solicitations and procedures for evaluating grant proposals and reviewing and assessing projects.
4. Review and comment on annual written reports.

Membership

The Advisory Committee Procedural Document allows for a maximum of 34 AC members. Members are appointed by the Governing Board and together are intended to represent a broad array of interests from the nine Bay Area counties.

Governing Documents

In addition to the Advisory Committee Procedural Document, the AC is subject to the Ralph M. Brown Act (Government Code section 54950, et. seq.). This requires that all AC meetings are open to the public and all decisions, including recommendations to the Governing Board, are reviewed, discussed and approved by the AC at its open meetings.

Meeting Procedures

1. Frequency: The AC will generally meet quarterly to adequately fulfill its roles and responsibilities outlined in this charter. Meeting schedules for AC meetings will be set by the Authority staff with input from the AC members. Annually, up to two additional meetings can be added as determined by the Chair and Vice Chair.
2. Quorum: A quorum (majority of members) must be present to transact business. However, the quorum rule does not apply to the approval of meeting minutes. Minutes may be acted on at a noticed meeting even if less than a quorum is present; approval of minutes requires a simple majority of those present.
3. Agendas: Agendas are developed by Authority staff in consultation with the Chair and/or Vice Chair. As required by the Brown Act, agendas are publicly posted at least 72 hours

before each meeting. They are also posted on the website and distributed via a public email list. AC members are encouraged to use their networks to ensure broad distribution of meeting notices.

4. Meeting Ground Rules: The AC shall strive for a constructive, collaborative process, with active participation of all members, in discussing issues and will conduct meetings according to the following ground rules:
 - Every perspective deserves to be heard.
 - Be honest and respectful.
 - Take sidebar conversations out of the room.
 - No need to repeat points.
 - Step up, step back. (Speak up to make your point, but make sure not to dominate the conversation.)
 - Have fun
5. Recognition of Members During a Discussion: AC members may speak at committee meetings after being recognized by the Chair.
6. Public Participation: Non-members may speak during the public comment period. Non-members may speak outside the public comment period if recognized by the Chair. A handout with rules for public participation will be made available at all meetings.
7. Motions: If a vote is needed, motions may be made by any member of the committee. All motions must be seconded by a different member of the committee.
8. Attendance: AC members agree to make a good faith effort to attend all scheduled meetings and activities. Members who are unable to attend a particular meeting but would like to share their views on agenda topics have three options:
 - They can submit written comments to Authority staff one week before the meeting to be shared with AC members as part of the meeting packet;
 - They can ask another AC member to make comments on their behalf; or
 - They can ask a colleague from their own entity to make remarks on their behalf during the public comment period.
9. Meeting Minutes: The Authority staff records minutes, which will include recommendations made by the AC. Minutes from AC meetings are approved at the following meeting of the AC, transmitted to the Board, and made available on the Authority website.

Decision Making Process

The AC shall make decisions and recommendations through a roll-call vote but may use a consensus-based process in lieu of roll-call vote, as described below. Meetings will be run by the Chair, or, in the absence of the Chair, by the Vice Chair, and these operating procedures and general rules of professional courtesy apply.

The Chair has the responsibility to ensure that the interaction remains orderly and shall run the meeting according to Rosenberg's Rules of Order. (At the same time, as stated in the Rules there should always be flexibility as to the strictness of application of the rules, dependent on the particular situation and the members' knowledge of parliamentary procedure.)

1. Procedure for Seeking Consensus: The AC shall strive for full member participation in discussing issues in order to make decisions through a consensus-based process. Consensus is defined as general agreement by all members of the AC present at the meeting when a decision item is on the meeting agenda.

To test the level of support for a proposal or recommendation, the Committee may employ a tool called the Gradients of Agreement. This tool is a mechanism for testing the level of agreement on a proposal that expands on the traditional "yes" or "no" voting.

The Gradients of Agreement are typically described as follows:

1. Strong opposition: no amending of the proposal will be acceptable to the member

2. Oppose unless amended. Member will oppose unless the proposal is amended, member clarifies what needs to be amended.
3. Stand aside or Neutral. Member notes disagreement, but will stand aside to allow the group to reach consensus without them. Or, the proposal doesn't affect the member or their interest.
4. Live with it/workable. Member doesn't love the proposal but can live with it
5. Strong support

1	2	3	4	5
<i>Strong Opposition</i>	<i>Oppose Unless Amended</i>	<i>Stand Aside or Neutral</i>	<i>Can Live With</i>	<i>Strong Support</i>

2. **Decision Rule:** An AC or ad hoc subcommittee recommendation will be considered a consensus decision if all members register 3-5 on the Gradients of Agreement. If the AC reaches a consensus, the meeting minutes will record where each member registered on the Gradients of Agreement. If after reasonable efforts the AC or ad hoc subcommittee are unable to reach consensus on a specific issue or recommendation, resolution will proceed through the conflict resolution procedures described below.
3. **Conflict Resolution:** Failing consensus, a vote shall be taken, with a simple majority (51%) needed for a motion to pass. The AC will be providing advice to the Governing Board. If, after a vote is taken, a minority group or an individual wishes to provide a dissenting opinion to the Board, they may do so, but must acknowledge the majority opinion and identify their minority opinion as such.
4. **Voting:** When a vote is taken, the number of ayes, noes and abstentions will be recorded. The meeting minutes will record how each member voted. Abstention refers to withholding a vote, and the abstaining member still counts towards the quorum. A recusal refers to removing oneself from a vote, and the recusing member does not count towards the quorum. AC members must recuse themselves from votes as necessary to comply with the conflict of interest policy. When voting for recommendation of the Chair and Vice Chair, those nominated may vote for themselves, they do not need to recuse themselves from the vote.

Conflict of Interest

Each AC member signs a conflict-of-interest form, agreeing to the following guidelines (the "conflict-of-interest guidelines"):

1. A member shall not review or evaluate a grant application submitted by their employer.
2. A member shall not participate in reviewing or evaluating grant applications responsive to a grant solicitation if their employer has submitted an application in response to that same solicitation.
3. A member shall not participate in a vote of the Advisory Committee concerning specific grant applications if the vote would affect a grant application submitted by a member's employer.
4. A member who is aware of a future grant application that their employer is considering submitting should disclose this information when participating in discussions of Authority priorities.
5. Aside from the above restrictions, members may participate fully in Advisory Committee

discussions, recommendations and votes regarding Authority priorities for grant solicitations and grant applications even if the member's employer could apply or has applied for a grant.

The conflict-of-interest guidelines include instances where an employer is or may be listed as a paid consultant. For item 4, if a discussion is initiated that could benefit a member's employer, that member should leave the physical or virtual room until that portion of discussion has concluded.

Additional details regarding the conflict-of-interest policy for AC members can be found in the San Francisco Bay Restoration Authority Advisory Committee Procedural Document and the Advisory Committee Conflict of Interest and Document Review Conformation Form.

For federal agency AC members who are precluded from signing and submitting the conflict of interest form, separate documentation will be signed and submitted, documenting the U.S. Government's Standards of Ethical Conduct to which they are bound.

Communication to the Governing Board

AC Chair or Vice Chair are responsible for communicating AC recommendations (including dissenting opinions) to the Governing Board at public meetings. AC members other than the Chair or Vice Chair should not claim to represent the AC when communicating with Board Members.

Appointment of Chair and Vice Chair

The Governing Board of the Authority will appoint a Chair and Vice Chair. The length of their terms will be determined by the Board.

Facilitation

If deemed advantageous for a particular purpose, the AC Chair may request, on behalf of the AC, the services of a facilitator.

Legal Counsel

If necessary, the AC Chair may request, on behalf of the AC, the services of the Authority's legal counsel to ensure proper procedures are followed.

AC Member Resignation and Substitution

If an AC member steps down from the committee, his or her entity may make a request to the Governing Board in writing for the designation of a new appointee to represent that entity. All appointments to the AC are made by the Governing Board. (See Advisory Committee Procedural Document.)

Statements to the Media

AC members can express only their own viewpoints to the media. AC members agree not to characterize the viewpoints of other AC members when contacted by media representatives about business related to the Authority, nor to use the media as means to unilaterally influence any process related to the Authority.

Ad Hoc Subcommittees

The AC Chair can solicit members to serve on ad hoc subcommittees, as needed for a discrete task and for a discrete amount of time. Ad hoc subcommittees can be coordinated by a Restoration Authority staff member unless an AC member volunteers to serve as the lead. Subcommittee recommendations need to be reviewed, discussed and approved at a formal AC meeting for decision making. An ad hoc subcommittee may not consult with the full AC outside a publicly noticed meeting, e.g., via email, because that would constitute a serial meeting of the full AC. AC members who assist in grant evaluation through ad hoc subcommittees should not discuss grant evaluations outside the established processes.

Update of this Charter: As needed, but at least every three years, this charter will be reviewed to assure that it meets current needs.