

DRAFT
Turtle Survival Alliance
Animal Management Committee Charter
January 2024

Purpose

The Animal Management Committee (AMC) is a standing committee of the Board of Directors (the “Board”) of the Turtle Survival Alliance. The Committee’s primary role is to assist the Board in fulfilling its oversight responsibilities with respect to the operation of the Turtle Survival Center (TSC), including animal care and animal management practices at the TSC, the operation of centers for tortoises under Turtle Survival Alliance’s control in Madagascar, including animal care and animal management in those locations, and the well-being of the Turtle Survival Alliance animal collections in the USA and in range countries.

DUTIES AND RESPONSIBILITIES

The Committee shall evaluate and make recommendations to the Board, or approve, as appropriate, with respect to the matters enumerated below.

1. General Responsibilities
 - a. Create and maintain a Committee work plan (activity schedule) for the year.
 - b. Review and assess this Charter at least annually, and refer the assessment and any proposed revisions to the Board.
 - c. Periodically report and make recommendations to the Board on the matters covered by this Charter.
 - d. Perform any other activities consistent with this Charter, Turtle Survival Alliance’s By-Laws and applicable laws, as the Committee or the Board deems necessary or appropriate.
2. Specific Responsibilities: Generally, these include discussing material changes needed or major issues facing the TSC animal collection regarding facilities, procedures, policies, record keeping, animal care workshops, staff/intern training, and staffing needs. These issues will be brought to the Committee by staff, Committee members, Board members, or others. Also included are such discussions that regard the captive components of Turtle Survival Alliance field programs, and Turtle Survival Alliance owned animals on loan to others. Recommendations shall be provided to address these issues where needed and appropriate. In part, these discussions constitute risk analyses coupled with recommendations to limit risk.
3. The Committee will review, at least annually, the following and make recommendations to the Board with respect to the Board’s annual review and approval:
 - a. TSC Animal Collection Plan.
 - b. TSC Master Plan.

4. The Committee will review, at least annually, the following, and report to the Board with respect to its review and any changes made or recommendations not yet implemented for changes:
 - a. TSC Operating Procedures.
 - b. Turtle Survival Alliance Animal Care Policies.
 - c. Field conservation program reports as they pertain to animal captive care.
5. The Committee shall review at least annually Turtle Survival Alliance's compliance with the applicable AZA accreditation requirements for related facilities and report on their review to the Board.

APPOINTMENT AND TERM OF OFFICE

Each member of the Committee shall be appointed by the Committee Chair and/or the Turtle Survival Alliance Chief Executive Officer (CEO) at any time, but the full Board must approve such appointments. Committee members can resign at any time, but can only be removed by the full Board. The Committee Chair shall be a member of the Board, and is appointed annually by the full Board. A majority of the Committee membership must also be Board members, but Board membership is not required for the remaining members. All must have strong backgrounds in animal management practices, and it is desirable, but not required, for some members to be from partner AZA institutions. Additional expertise of committee members in specific areas such as veterinary medicine, animal behavior, population management, and AZA policy is also desirable. Turtle Survival Alliance staff are not included as members, but will participate in meetings as determined by the CEO. If and whenever a vacancy shall exist on the Committee, the remaining members may exercise all their powers so long as a quorum remains in office. The Chair of the Board is an *ex officio* member of the Committee with the same rights and privileges as all other members of the Committee, including the right to vote, and the right to be counted in determining the number required for a quorum and whether or not a quorum is present.

MEETINGS AND COMMITTEE CHAIR

The Committee shall meet at least four times annually (and more frequently if circumstances require). A quorum for the transaction of business at any meeting of the Committee is the presence in person or via tele- or video-conference of a simple majority of the total number of members of the Committee. On the recommendation of the Committee, the Board will appoint a member of the Committee to act as the Chair of the Committee at any meetings of the Committee. The Board may also appoint a member of the Committee to act as the Vice-Chair of the Committee, and such person may act in the place of the Chair in the case of his or her absence, inability or unwillingness to serve, and to chair any meetings of the Committee. The Chair and Vice-Chair (if a Vice-Chair is appointed) will be appointed on an annual basis. If the Chair and the Vice-Chair of the Committee are both unable to fulfill their duties, the members of the Committee shall appoint one of its members as the Chair of the Committee to perform such duties until such time as the Board has appointed a successor. The Chair of the Committee shall designate a person to prepare, and the Committee shall keep, minutes of each

meeting, copies of which shall be provided to each member of the Committee and to the Board Chair.

Meetings of the Committee shall be held at such place within the United States (or, with the Committee members' approval, outside the United States) as the Committee Chair shall determine upon forty-eight (48) hours prior notice to each Committee member. The members of the Committee may waive the requirement for notice. In addition, the Chair of the Board and the CEO shall each be entitled to request that the Chair of the Committee call a meeting.

The Chair of the Committee, in consultation with the CEO and such others as the Chair may determine, shall set meeting agendas, and any Director shall be permitted to propose an item for addition to any agenda.

The Committee may ask the CEO or others to attend meetings and provide such information as the Committee requests. Members of the Committee shall be permitted to discuss such information and any other information as may be necessary or appropriate for the performance of the Committee's responsibilities and duties.

At the option of the Committee Chair, each meeting will include an *in camera* session, with others present only by invitation. Any member of the Committee may move the Committee *in camera* at any time during the course of a meeting, and a record of any decisions made *in camera* shall be maintained by the Chair of the Committee.

All decisions of the Committee will require the vote of a majority of its members present at a meeting at which a quorum is present. Actions of the Committee may also be taken by an instrument or instruments in writing, including electronic format, signed by all of the members of the Committee, and such actions shall be effective as though they had been decided by a majority of votes cast at a meeting of the Committee called for such purpose. Such instruments in writing may be signed in counterparts each of which shall be deemed to be an original and all originals together shall be deemed to be one and the same instrument.

RESPONSIBILITIES OF COMMITTEE CHAIR

The primary responsibility of the Chair of the Committee is to be responsible for the management and effective performance of the Committee and provide leadership to the Committee in fulfilling this Charter and any other matters delegated to it by the Board. To that end, the Committee Chair's duties and responsibilities shall include:

1. Working with the Chair of the Board, the CEO and the Secretary to establish the frequency of Committee meetings and the agendas for such meetings.
2. Providing leadership to the Committee and presiding over Committee meetings.
3. Facilitating the flow of information to and from the Committee and fostering an environment in which the Committee members may ask questions and express their viewpoints.
4. Reporting to the Board with respect to the significant activities of the Committee and any recommendations made by the Committee.
5. Taking such other steps as are reasonably required to ensure that the Committee carries out this Charter.

OTHER ORGANIZATIONAL MATTERS

The Committee shall have full access to books, records, facilities, and personnel of the Turtle Survival Alliance, as it deems necessary to carry out its duties as they pertain to animal care.