

Turtle Survival Alliance
Field Conservation Committee Charter
January 2024

Purpose

The purpose of the Field Conservation Committee (FCC) is to provide strategic recommendations to the Board of Directors (Board) and/or Director of Conservation and Science (DCS) as pertains to the Board's oversight of field conservation matters for the TSA.

DUTIES AND RESPONSIBILITIES

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

1. General Responsibilities

- i. Create and maintain a committee work plan (activity schedule) for the year.
- ii. Review and assess this Charter at least annually and refer the assessment and any proposed revisions to the Board.
- iii. Periodically report and make recommendations to the Board on the matters covered by this Charter.
- iv. Perform any other activities consistent with this Charter, TSA's By-Laws and applicable laws, as the Committee or the Board deems necessary or appropriate.

2. Specific Responsibilities:

- a. Review and advise the Board on management's practices and procedures in determining how TSA is defining which species to work on and where, and which species recovery plans to participate in.
- b. Review and make recommendations to the Board if, in the Committee's view, TSA needs to consider conducting field work on additional species or in additional geographical areas for turtle biodiversity that it deems to be important to the fulfillment of TSA's vision and mission.
- c. Review management's strategies and practices relevant to the assessment, prevention and mitigation of risks in TSA's field conservation programs. Provide input to the Board and/or the DSC on approaches to evaluate the effectiveness of these strategies and practices. Review any external financial or operational audit of any field program and report on same to the Board.

- d. Review and make recommendations to the Board on TSA's operating conservation policies for field work at home or abroad, such as TSA's social safeguards policies, indigenous and human rights policies, biological and captive management safeguards policies (for the field) and rescue policies or protocols.
 - e. Review management's practices in evaluating, assessing, and contracting with potential field partners or contractors (organizations or individuals), including due diligence procedures and granting procedures. Recommend best practices to the Board as appropriate.
 - f. Review TSA's practices and policies in educating and collaborating with academics and researchers in the Global South and dealing with risks, if any, of alleged "colonial" conservation.
 - g. Review the metrics that management has developed to evaluate field programs, their performance, and the performance of partner entities or contractors, and advise on whether they are appropriately focused and defined.
 - h. Review management's policies and procedures in place to evaluate whether and when field programs may be ready to be ended or transitioned to other partners.
 - i. Review management's policies and procedures for fostering talent at the TSA in field conservation work.
3. The Committee will review, at least biennially, the TSA's Field Conservation Strategic Plan prepared by management, and make recommendations to the Board with respect to the Board's annual approval of the Plan.
 4. The Committee shall review biennially TSA's compliance with the spirit of the applicable AZA certification requirements, as they pertain to field conservation activities, and report on their review to the Board on any major discrepancies.

APPOINTMENT AND TERM OF OFFICE

Committee members shall be appointed annually by the Board except that, between Board meetings, the Committee Chair and/or the TSA Chief Executive Officer (CEO), may appoint members, whose membership shall thereafter be ratified by the Board. The Committee shall consist of up to 11 members, including the Committee Chair, the Chairman of the Board, a minimum of four other members of the Board, and up to five ex-officio or other non-Board members. The Committee Chair shall be a member of the TSA Board, appointed annually by

the Board. Staff members of the TSA shall not be Committee members. The DCS shall be the staff-appointed liaison to the Committee but shall not be a voting member of the Committee.

All Committee members must have strong backgrounds in field conservation and implementation practices, and it is desirable, but not required, for at least one member to be a veterinarian. Additional expertise of committee members in specific areas such as animal behavior, population management, the use of population genetic data to guide conservation actions, protected area management, community engagement, social interactions associated with conservation, and ecology is also desirable. Members are expected to attend a minimum of three of the four scheduled annual meetings, actively participate in discussion, maintain confidentiality of material discussed or presented in meetings, and abide by the conflict-of-interest policy of the TSA. 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. 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 more than 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 is entitled to request that the Chair of the Committee call a meeting.

The Chair of the Committee, in consultation with the DCS and such others as the Chair may determine, shall set meeting agendas, and any Committee Member 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, 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, the CCO, 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 TSA, as it deems necessary to carry out its duties as they pertain to field conservation activities.