

Charter for CLA Litigation Committee

1. The Litigation Committee of the Board is established by the Board pursuant to Section 3.02 of the Bylaws, and members are proposed by the Staff or Board Members and appointed through approval of the Board pursuant to Section 3.02 of the Bylaws. The Committee will have at least 4 members and no more than 7 members. Appointments will be made with an eye toward litigation experience, familiarity with Chesapeake Bay legal issues, diversity, and knowledge of governments and organizations that work on these issues. The Board will appoint a Chair of the Committee who will assure that due notice is given for meetings of the Committee. Notice may be by email or other electronic communication.
2. Absent an emergency/exigent circumstances (see #4 below), no representation of a party in litigation shall be undertaken by CLA staff unless the Co-Executive Director has provided the Litigation Committee with a memorandum consistent with the template for such memoranda currently in place, and received the Litigation Committee's approval in accordance with this policy. To facilitate prompt consideration of all proposals, the Co-Executive Director shall regularly inform the Litigation Committee of potential litigation matters under consideration (without providing a complete litigation memorandum). The Litigation Committee shall examine all litigation proposed by the Co-Executive Director in which CLA staff will be serving as counsel and approve CLA's participation in any litigation in accordance with this policy prior to any appearance by staff in any proceeding (including appearance in any letter providing notice of a party's intention to sue).
 - a. Litigation is defined as the filing of or intervention in any lawsuit or adjudicatory proceeding in any administrative or judicial forum; it does not include comments on regulations. Litigation that is subject to this approval process includes any matters in which CLA staff proposes to serve as counsel, regardless of whether the CLA staff are counsel of record or the identity of the party involved.
 - b. Approval is by majority vote of the Committee members constituting a quorum in a meeting or conference call held upon due notice with the opportunity for discussion.
 - c. For purposes of meetings of the Committee a quorum is at least half the number of members of the full Committee.
 - d. The Chair of the Committee may request consultation with or participation by additional members of the Board of Directors or the Board of Advisors with helpful expertise to the discussion, though such members will not have a vote at the meeting.
3. Criteria for evaluating whether to approve CLA participation in a matter include:
 - a. Are the objectives of the litigation consistent with the Goals and

Priorities set forth in CLA's Strategic Plan in effect at the time when approval is sought?

- b. Is the litigation supportive of any grant-funded project on which CLA is working (*e.g.*, a Town Creek funded project)?
 - c. What is the likelihood for success on the merits?
 - d. What is the potential for the litigation to have a broad impact or establish useful precedent or, alternatively, to establish a negative precedent?
 - e. Are there any public policy considerations, or possible collateral impacts, associated with the proposed litigation that should be considered?
4. Emergency/exigent circumstances. If the Co-Executive Director, Chair of the Board, and Chair of the Litigation Committee concur that an emergency/exigent circumstances exist, approval for participation in litigation may be made if the three concur. If the Chair of the Board is unavailable, the Vice Chair may act instead. If the Chair of the Litigation Committee is unavailable, any member of the Litigation Committee may act instead.
5. The responsible Co-Executive Director shall assure that all members of the Board of Directors are promptly notified via email of all approvals of participation in litigation.
6. The responsible co-Executive Director will assure that a full litigation report listing pending litigation matters with current status is provided to all members of the Board as part of the materials for each Board meeting.

Proposed by Litigation Committee

March 2, 2020