

EXHIBIT B

Lower Hudson PRISM Governance Policy

Purpose:

The current Lower Hudson PRISM governance model is consensus driven; the PRISM Partners present at any particular meeting discuss issues and determine future actions after reaching agreement. However, in order to create an environment for efficient decision-making outside of Partner meetings, it is necessary to identify a core group of individuals representing a variety of Partners that can guide decision making.

Steering Committee

The role of the Steering Committee will be to assist the PRISM Coordinator with administrative decisions, Partner outreach and coordination, implementation of the Strategic Plan, and the review of proposals for funding and the awarding of contracts. The Steering Committee will also assist with determining issues which should be brought to the Partners for discussion and agreement at the next Partner meeting.

- A. The Steering Committee will consist of seven members. Six of these members will be elected to the committee by the general membership for 3 year terms, and the remaining position on the Steering Committee will be held by the PRISM Coordinator. The top vote getters at an official meeting of the PRISM Partners will be elected to membership on the Steering Committee.
- B. The PRISM seeks to promote a diversity of expertise and points of view within the Partners, and it strives to balance the representation on the Steering Committee to reflect that diversity.
- C. To maintain an equal rotation of elected members, at the onset six people will be elected with two people serving until the end of 2014, two serving until the end of 2015, and two serving until 2016.
- D. Beginning in 2014, at the fall Partner meeting, a new class of two Steering Committee members shall be elected each year to a three year term with their term beginning at the start of the following year. Each year thereafter, a new class of two members shall be elected each fall with their term beginning at the start of the following year.
- E. If a Steering Committee member resigns, a new member shall be voted upon during the first available Partner meeting to fill the remainder of the term.
- F. No individual person shall serve more than two consecutive full terms; however, a different person representing the same Partner may be elected. No two

individuals representing the same Partner shall serve on the Steering Committee at the same time.

- G. The Steering Committee will try to reach consensus on each issue, however, when a consensus cannot be reached, a 2/3 majority vote of those present will be needed to carry a motion.
- H. The Steering Committee shall meet at least four times each year but may meet more frequently. It is acceptable for the Steering Committee to meet by phone or videoconference. Minutes of the Steering Committee meetings will be taken and made available to the Partners.
- I. Five Steering Committee members constitute a quorum. In the case of vacancies, the quorum shall be the total number of seated Steering Committee members minus one.
- J. The Steering Committee will make decisions on funding proposals under the guidance of proposal ranking criteria developed by the Partners. Steering Committee members are eligible to apply for funding but must recuse themselves from voting if applying. Members who must recuse themselves will be replaced by alternatives drawn from the Partners for the evaluation and selection of proposals.
- K. A Nominating Committee will be formed in advance of the October meeting to recruit and nominate potential Steering Committee members.

Host Organization Authority and Responsibilities

- L. The Lower Hudson PRISM host organization retains the authority for financial oversight, as well as the authority to manage and implement grants, contracts and agreements that it has entered into on behalf of the Lower Hudson PRISM.
- M. The host organization will chair meetings and develop agendas as well as record and distribute minutes to the Partners.
- N. The PRISM coordinator employed by the host organization will be the key contact.