



Greenfield Environmental Multistate Trust LLC,
Trustee of the Multistate Environmental Response Trust
11 Flagg Street, Unit #1
Cambridge, MA 02138
617-448-9762
cb@g-etg.com

**Charter of Environmental Justice Advisory Board
Multistate Environmental Response Trust
August 5, 2021**

I. Background

In their February 13, 2021 letter reappointing Greenfield Environmental Multistate Trust LLC as Trustee of the Multistate Environmental Response Trust (the Multistate Trust), the Beneficiaries requested that the Multistate Trust convene an Environmental Justice Advisory Board (EJAB) to consider and advise the Multistate Trust on environmental justice issues at Multistate Trust sites, and possibly recommend strategies or measures to advance environmental justice goals at Multistate Trust sites.

II. Mission

The EJAB's mission is to consider and advise the Multistate Trust on environmental justice issues at Multistate Trust sites and, where it deems appropriate, to "recommend, for the Multistate Trust's consideration, strategies or measures to advance environmental justice at Trust sites."

III. Responsibilities

(1) Scope of Responsibilities. The responsibilities of the EJAB will include:

- a. Recommending strategies or measures for implementing Environmental Actions in a manner that addresses environmental justice concerns in communities where the Multistate Trust sites are located;
- b. Evaluating the Multistate Trust's environmental justice programs and suggesting ways to expand and improve such programs;
- c. Providing guidance on practices and approaches to improving communications and strengthening partnerships with environmental justice community stakeholders;
- d. Suggesting achievable options for facilitating the protective reuse of Multistate Trust sites in ways that address environmental justice community needs and objectives; and
- e. Advising the Multistate Trust on policies and programs that the Multistate Trust can adopt to advance environmental justice principles.

(2) Role. The EJAB's role is advisory only. Its advice and recommendations may be provided in meetings and discussions with the Multistate Trust or documented in meeting minutes and written advice (see paragraphs V.(1) and V.(5)).

- (3) Tronox Settlement and Trust Agreements. In fulfilling its advisory mission and carrying out its responsibilities, the EJAB understands that the Multistate Trust's actions, authorities, duties, and responsibilities are governed by the Tronox Settlement and Multistate Trust Agreement, which, among other things require: Lead Agency approval of cleanup plans and budgets; Lead and Non-Lead Agency approval to convey property; and that the Multistate Trust exercises its fiduciary duties, consistent with the Trust's purposes and funding limitations, for the benefit of its Beneficiaries.

IV. Membership

- (1) Qualifications. The EJAB will be comprised of diverse individuals with experience in environmental justice matters and experience working with environmental justice communities.
- (2) Appointment. Members of the EJAB will be appointed by the Multistate Trust after consultation with its Beneficiaries where appropriate.
- (3) Term. Members of the EJAB will serve staggered, two-year appointments, which can be renewed by the Multistate Trust after consultation with its Beneficiaries where appropriate. Initial appointments may be shorter or longer than two years to achieve the staggered schedule.
- (4) Chair. One member will be appointed Chair of the EJAB by the Multistate Trust after consultation with its Beneficiaries where appropriate.
- (5) Multistate Trust Representation. The Multistate Trust Director of Environmental Justice Policies and Programs (DOEJ) will be a non-voting ex-officio member of the EJAB and serve as liaison between the Multistate Trust and the EJAB.
- (6) Number of Members. The EJAB will presumptively have 9 members (excluding the DOEJ). The number of EJAB members may be increased or reduced by the Multistate Trust after consultation with its Beneficiaries where appropriate.
- (7) Compensation. The Multistate Trust may provide EJAB members with an annual stipend of up to \$6,000 each, in consideration of their time and participation, and may pay the EJAB Chair up to an additional \$2,000 stipend, for a total of \$8,000 annually; provided, however, that the Multistate Trust may only pay a stipend to individuals serving as board members who certify that they are not prohibited from personally receiving a stipend and not required to pay such stipend to their employer. EJAB members may decline to receive a stipend. In addition to a stipend, members' reasonable, direct expenses (e.g., travel to/from meetings) will be paid by the Multistate Trust. Stipends and expenses

described in this paragraph will be paid to the extent they are included in an approved Administrative Account (AA) budget.

- (8) Expectations of Members. EJAB members are expected to contribute their ideas, experience and expertise to improve the Multistate Trust's practices and programs that will benefit the environmental justice communities where the Multistate Trust works.
- (9) Exclusions. Government employees whose responsibilities relate to the Multistate Trust or the remediation of its sites and elected government officials may not serve on the EJAB.
- (10) Early Termination of Appointment. The Multistate Trust may terminate a member's appointment prior to the end of his or her two-year term.

V. Operations and Activities

- (1) Quarterly Meetings. The EJAB will meet with the leadership of the Multistate Trust once a quarter. Meetings may be held in-person or virtually, depending on the EJAB's needs and approved Multistate Trust budget. Meeting dates will be established at least 60 days in advance.
 - a. Quarterly Meeting Agendas. Quarterly meeting agendas will be collaboratively prepared by the Chair and the DOEJ, and will be circulated to EJAB members in advance of each quarterly meeting.
 - b. Quarterly Meeting Materials. The DOEJ, in collaboration with the Chair, will prepare and distribute briefing materials in advance of EJAB quarterly meetings.
 - c. Quarterly Meeting Minutes. Meeting minutes will be collaboratively prepared by the Chair and the Multistate Trust, and will be distributed for review by the EJAB prior to being finalized.
 - d. Transparency. Members of the public may listen to or observe quarterly meetings and make comments for the EJAB's consideration during a designated time on meeting agendas. Minutes of quarterly meetings will be made publicly available. Either the Chair or the Multistate Trust may direct that specific meetings or portions of meetings be closed, or the minutes of the meetings be kept confidential where necessary to protect matters of personal privacy, business confidentiality, or where required by paragraph VI.(2) below. Additionally, the Chair may direct that specific meetings or portions of meetings be closed where, in the Chair's judgment, doing so would facilitate effective discussion of particular issues by the EJAB.

- (2) Other Meetings. Either the Chair or the Multistate Trust may call additional meetings of the EJAB or, if the EJAB elects to form specific committees, of EJAB committees.
- (3) Conduct of Meetings. The Chair (or the Chair's designee) will run all EJAB meetings. In doing so, the Chair will follow Robert's Rules of Order or other appropriate procedures adopted by the EJAB in a manner that encourages discussion, debate, and the free exchange of ideas.
- (4) Participation by Beneficiaries. Representatives of Beneficiary agencies may attend and participate in EJAB meetings.
- (5) Written Advice. Although it is anticipated that in most cases the EJAB will provide its advice to the Multistate Trust through discussion during EJAB meetings, the EJAB may submit written advice on specific topics to the Multistate Trust if either the Chair determines that it would be useful or the Multistate Trust requests written advice from the EJAB.
- (6) Publicly Available Information. With the exception of confidential information, briefing materials provided by the Trust to the EJAB, EJAB meeting minutes, and final written materials prepared by the EJAB will be made available to the public on the Multistate Trust website to be launched in 2021.
- (7) Coordination. The Multistate Trust encourages EJAB members to consult with the Multistate Trust before making public statements regarding the Multistate Trust's activities.

VI. General Provisions

- (1) Limits on Authority; Non-Employee Status. The EJAB serves solely in an advisory capacity. It has no legal responsibilities with respect to the operations and activities of the Multistate Trust, no legal recourse if its recommendations are not adopted, no authority to direct the Multistate Trust or compel it to take any action, and no role in managing the Multistate Trust. EJAB members are not employees of the Multistate Trust. The EJAB and EJAB members shall not hold themselves out as representatives or agents of the Multistate Trust.
- (2) Provision of Information. The Multistate Trust will endeavor to provide the EJAB with information it requests to facilitate its function and purpose, although the Multistate Trust has the authority to decline requests for information if it deems appropriate.

- (3) Confidentiality. If the Multistate Trust elects to share confidential information with the EJAB, it may require each member to enter into a confidentiality agreement restricting the further release of such confidential information prior to providing such information to the EJAB.
- (4) Revisions of Charter; Dissolution of Board. The Multistate Trust may revise this Charter or dissolve the EJAB after consultation with its Beneficiaries where appropriate.
- (5) Second-Year Review. After the second anniversary of the EJAB, the Multistate Trust expects to review the progress of the EJAB and consider whether changes to this Charter are appropriate. The Multistate Trust will solicit the views of the EJAB, and its Beneficiaries as part of that process where appropriate.
- (6) Not Governmental Advisory Committee. The EJAB is established to provide advice to the Multistate Trust, and not the Beneficiaries of the Multistate Trust. The EJAB and its members understand that they are not a federal advisory committee or similar committee under state law.