

BYLAWS OF THE FIRST RESPONDER NETWORK AUTHORITY

ARTICLE I: PURPOSE & AUTHORITY

The purpose of the First Responder Network Authority (FirstNet) is to ensure the building, deployment and operation of a nationwide, interoperable public safety broadband network pursuant to Title VI of the Middle Class Tax Relief and Job Creation Act of 2012 (Act), Pub. L. No. 112-96, 126 Stat. 156 (2012). FirstNet derives its powers, duties and responsibilities from Section 6206(a) of the Act. The powers of FirstNet that are not explicitly outlined in the legislation are derived from Section 6206(a)(6) of the Act.

ARTICLE II: OFFICES

The principal office of FirstNet shall be located in Northern Virginia. Other offices of FirstNet shall be in such places as may be deemed by the Board to be necessary or appropriate.

ARTICLE III: ORGANIZATION OF THE BOARD

General

Section 3.01 — Role of the Board

The Board is responsible for overall policy and direction of FirstNet. All powers shall be exercised by or under the authority of, and the business and affairs of FirstNet shall be managed under the direction of the Board. Each appointed member of the FirstNet board shall act in the best interests of FirstNet, regardless of any current or former outside activity, employment or affiliation. The permanent members of the FirstNet board shall act in the best interests of the United States consistent with their existing obligations as officers of the United States.

Section 3.02 — Governance

Pursuant to Section 6204(a) of the Act, FirstNet shall operate as an independent authority within NTIA.

Composition of the Board

Section 3.03 — Membership Selection and Appointment

Pursuant to Section 6204 of the Act, FirstNet shall be led by a 15-member Board. The Secretary of Homeland Security, the Attorney General of the United States, and the Director of the Office of Management and Budget serve as permanent members. The U.S. Secretary of Commerce (Commerce Secretary) shall appoint the balance of the FirstNet Board in accordance with the requirements set forth in Section 6204 of the Act. When referring to one of the fifteen individuals that comprise the Board, these Bylaws shall use the terms “member” and “Board member.”

Section 3.04 — Terms for Appointed Directors

- (a) The term for appointed Board members is three years. No appointed Board member may serve more than two consecutive full three-year terms.
- (b) Notwithstanding subparagraph (a), in making initial appointment of Board members, the Commerce Secretary shall determine each member's term as follows:
 - 1. Four members to serve for an initial term of three years;
 - 2. Four members to serve for an initial term of two years; and
 - 3. Four members to serve for an initial term of one year.

Section 3.05 — Chair

- (a) The Commerce Secretary shall select, from among the non-permanent members of the Board, an individual to serve for a two-year term as Chair of the Board. An individual may not serve for more than two consecutive terms as Chair of the Board.
- (b) The Chair will set the agenda for all Board meetings. The Chair will convene and preside at all meetings of the Board at which he or she is present, in person or by teleconference, and will regularly report to the Board on the status and conduct of the business and affairs of FirstNet, and will answer questions from and provide requested information to members of the Board.
- (c) The Chair shall select a non-permanent Board member to serve as Vice Chair. The Vice Chair shall assume the duties of the Chair in the

Chair's absence or incapacity and perform such duties as are assigned by the Chair.

Changes in Board Composition

Section 3.06 — Resignation

Any appointed member may at any time resign from the Board by forwarding to the Chair, (with a copy to the Commerce Secretary), a resignation in writing, provided that any outstanding obligations of the member to FirstNet have been fully discharged. Resignation is effective upon receipt by the Chair of written notification from such resigning member.

Section 3.07 — Removal

The Commerce Secretary may remove the Chair from his or her position, or any individual appointed member from the Board, at any time, with or without cause. The Chair may remove any appointed member due to incapacity, neglect of duty, poor performance, malfeasance, or other good cause, with the Commerce Secretary's approbation.

Section 3.08 — Vacancies

In the event of a vacancy, the Commerce Secretary shall appoint a new member for the remainder of the predecessor's term, consistent with Section 6204 of the Act. In selecting new members, the Commerce Secretary shall consider any nominations of potential Board members submitted by the Board. Board vacancies shall not affect the Board's powers.

Board Committees

Section 3.09 — Committees of the Board

The Board may, by a majority vote of the members of the Board, establish such committees of the Board as it determines from time to time to be advisable, provided that each such committee shall be composed of at least two (2) members. The Board shall appoint the members of committees and shall name the chair of each committee. The Board may establish other procedures, as necessary, to govern committee activities (including, without limitation, members' term of office, vacancy filling, removal and quorum), and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of FirstNet. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of FirstNet and may exercise such powers as the Board may by resolution determine. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board or any Member thereof, of any responsibility imposed by these Bylaws.

Section 3.10 —Technology Committee

A Technology Committee is hereby established with the duties and responsibilities reflected in its Charter (appended hereto as Attachment A and as amended from time to time by the Board).

Section 3.11 —Finance Committee

A Finance Committee is hereby established with the duties and responsibilities reflected in its Charter (appended hereto as Attachment B and as amended from time to time by the Board).

Section 3.12 — Governance and Personnel Committee

A Governance and Personnel Committee is hereby established with the duties and responsibilities reflected in its Charter (appended hereto as Attachment C and as amended from time to time by the Board).

Section 3.13 — Consultation and Outreach Committee

An Consultation and Outreach Committee is hereby established with the duties and responsibilities reflected in its Charter (appended hereto as Attachment D and as amended from time to time by the Board).

Advisory Committees

Section 3.14 — Public Safety Advisory Committee

Pursuant to Section 6205(a) of the Act, FirstNet shall establish a standing public safety advisory committee to assist FirstNet in carrying out its duties and responsibilities. The Charter of FirstNet's Public Safety Advisory Committee is appended hereto as Attachment E.

Section 3.15 — Other Advisory Committees

Pursuant to Section 6205(b) of the Act, FirstNet may establish additional standing or ad hoc committees, panels, or councils as FirstNet determines are necessary. When establishing advisory committees, FirstNet will consult with the Secretary of Commerce regarding the applicability of the Federal Advisory Committee Act.

Conducting Business

Section 3.16 — Compensation

Appointed Board members shall be compensated at the daily rate of basic pay for level IV of the Executive Schedule for each day during which such members are engaged in performing a function of the Board. Permanent members of the Board shall serve without additional pay.

Section 3.17 — Reimbursement of Expenses

FirstNet shall reimburse all members for travel and per diem expenses at rates authorized for an employee of a federal agency under subchapter I of chapter 57 of title 5, United States Code, whenever the performance of the duties of FirstNet takes a member away from his or her home or regular place of business and at the place of employment or service.

Section 3.18 — Ethics, Financial Disclosure and Conflicts of Interest

FirstNet Board members shall comply with all applicable government ethics, financial disclosure and conflict of interest statutes and regulations.

ARTICLE IV: MEETING PROCEDURES

General Requirements

Section 4.01 — Frequency

Pursuant to Section 6204(e) of the Act, the FirstNet Board will meet at the call of the Chair and not less frequently than once each quarter. Meetings shall be at such dates, times and locations as the Chair shall determine. The frequency of meetings of the Board's committees shall be determined by the charters of each committee.

Section 4.02 — Special Meetings

The Board Chair or the Chair of any committee may call special meetings at any time. The Board Chair shall call a special meeting upon request of at least four members.

Section 4.03 — Member Participation

Personal attendance of Board members at meetings and activities of the Board is strongly encouraged. However, Board members, or any committee designated by the Board, may participate in a meeting of members of the Board or such committee by means of conference telephone, audio/video transmission, or similar communications medium, so long as all persons participating in the meeting can simultaneously communicate on a real-time basis with all other participants. Board member participation in a meeting pursuant to this Bylaw shall constitute presence in person. Board members appointed by the Commerce Secretary may not select alternates to participate in Board meetings in their absence. A permanent Board member may delegate his or her board responsibilities to one subordinate to allow the subordinate to participate in board activities, including voting. as follows:

- (a) Attorney General — to the Associate Attorney General.
- (b) Secretary of Homeland Security — to the Under Secretary of Homeland Security for National Protection and Programs.
- (c) Director of the Office of Management and Budget — to the Deputy Director of the Office of Management and Budget for Management.

Notwithstanding the earlier portions of this provision, a permanent member may select an alternate senior designee. For purposes of board meeting and committee meeting participation and voting, this designee will replace the named designee in this Section.

Section 4.04 — Transparency

Pursuant to Section 6204(e) of the Act, meetings of the Board, including any committee of the Board, shall be open to the public. Members of the public may submit written statements to the Board at any time.

Section 4.05 — Closed Meetings

Pursuant to Section 6204(e) of the Act, the Board may, by majority vote of the Directors, close any meeting for the time necessary to preserve the confidentiality of commercial or financial information that is privileged or confidential, to discuss personnel matters, or to discuss legal matters affecting FirstNet, including pending or potential litigation. The notice of the meeting on the FirstNet website may announce the closing of all or just part of a meeting. If, during the course of an open meeting, matters inappropriate for public disclosure arise during discussions, the Chair will order such discussion to cease and will schedule it for closed session.

Procedural Requirements

Section 4.06 — Quorum

Pursuant to Section 6204(f) of the Act, eight members of the Board shall constitute a quorum, including at least six of the members appointed by the Commerce Secretary. A majority of committee members represents a quorum for all meetings of Board Committees.

Section 4.07 — Voting

When a decision or recommendation of the FirstNet Board is required, the Chair will request a motion for a vote. Each member shall be entitled to one vote on each matter submitted to a vote of members of the Board. Proxy voting by alternates (other than the permanent members' authorized delegate) shall not be allowed. Unless otherwise specified in these Bylaws, actions by the Board shall require a vote in the affirmative by not less than a majority of those members of the Board voting.

Section 4.08 — Public Notice of Meetings

FirstNet shall display its regular meeting schedule of the Board on its website, and include the date, time, place, and general purpose of the meeting. FirstNet shall provide at least two business days' notice on its website of the date, time, and place of any special meeting of the Board. Business days shall mean Monday through Friday and excludes weekends and federal holidays.

Section 4.09 — Notice to Board Members of Meetings

The Chair does not have to provide notice to the Board members of the regular, quarterly meetings. Any special meeting of the Board must be preceded by at least two days' notice of the date, time, and place of the meeting, but not of its purpose. Notice may be given personally, by facsimile, by mail, electronically or in any other manner designed to provide reasonable notice. Oral notification shall be sufficient only if a written record of such notice is included in the Board's minute book. Notice shall be deemed effective at the earliest of (a) receipt; (b) delivery to the proper address or telephone number of the directors as shown in FirstNet's records; or (c) five days after its deposit in the United States mail, as evidenced by the postmark, if correctly addressed and mailed with first-class postage prepaid. Notice of any meeting of the Board may be waived by any Board member at any time, by a signed writing, delivered to FirstNet for inclusion in the minutes, either before or after the meeting. Attendance or participation by a Board member at a meeting, unless the Board member promptly objects to holding the meeting or to the transaction of any business on the grounds that the meeting was not lawfully convened and the Board member does not thereafter vote for or assent to action taken at the meeting, is a waiver of notice of the meeting.

Section 4.10 — Registering Dissent

A Board member who is present at a meeting of the Board at which action on a FirstNet matter is taken shall be presumed to have assented to such action unless his or her dissent abstention, or recusal is entered in the minutes of the meeting, or unless the Board member files a written dissent to such action with the person acting as the secretary of the meeting, before the adjournment thereof, or forwards such dissent by registered mail to the Chair of FirstNet, or the Chair's designee, immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Board member who voted in favor of such action. If a Board member agrees with an action in part, the Board member shall dissent from the whole but identify in the dissent those aspects of the action with which the Board member agrees.

Section 4.11 — Action by Directors without a Meeting

Any action required or which may be taken without a meeting of the Board (including any permissible amendment of these Bylaws), or of a committee thereof, may be taken without a meeting if all of the Board members or all of the members of a committee sign a consent in writing, setting forth the action so taken, or all of the members of the committee. Such consent shall have the same force and effect as a unanimous vote of the Board or the Committee. Such consent may be executed in one or more counterparts each of which shall be deemed an original but all of which together shall constitute one and the same instrument. In addition to hand delivery, signed signature pages may be transmitted to the Board Secretary by U.S. mail, email, facsimile, or the Department's secure file transfer system, and any such signature shall have the same legal effect as an original. The action shall take effect once the Secretary to the FirstNet Board or FirstNet's Chief Counsel receives the signature of each Board member. FirstNet shall publish such action on its website.

ARTICLE V: OFFICERS, STAFF AND CONSULTANTS

Section 5.01 — Officer Designations

The Board shall have the discretion to create whatever officer positions it deems desirable with such titles and duties as the Board may determine. The Board shall have the authority to select individuals to serve in any such officer positions. The same person may hold any two or more offices. Officers of FirstNet shall be compensated as appropriate under federal pay schedules and shall be subject to applicable federal personnel practices and procedures.

Section 5.02 — Secretary

The Secretary shall have such powers and perform such duties as from time to time may be assigned to him or her by the Board or the Executive Director. The Secretary shall (a) keep, or cause to be kept, in books provided for the purpose, minutes of the meetings of the Board, and of each committee of the Board; (b) see that all notices are duly given in accordance with law and these Bylaws; (c) be custodian of the logo of FirstNet and affix such logo to all documents the execution of which, on behalf of FirstNet under its logo, is authorized by the Board; (d) see that the books, reports, statements and all other documents and records required by law are properly kept and filed; and (e) sign such instruments as require the signature of the Secretary.

Section 5.03 — Executive Director

The Board shall hire an Executive Director who will have general day-to-day supervision, operation, management and direction of the business and affairs of FirstNet, subject to the control of the Board, and shall report directly to the Board. The Executive Director may hire (or may delegate to any officer or officers the authority to hire) such employees as he or she deems proper and necessary for the operations of FirstNet. The powers and duties of the employees shall be as assigned or as delegated to be assigned by the Executive Director. The Executive Director may enter into memoranda of understanding with NTIA and other government agencies to obtain staffing resources. The Executive Director shall not have responsibility for matters that these Bylaws assign directly to the Board. The hiring of FirstNet officers (persons that are direct reports to the Executive Director) shall be approved by the Governance and Personnel Committee.

Section 5.04 — Agents, Consultants and Experts

Pursuant to Section 6206(a)(3) of the Act, the Board, shall select or ensure the selection of parties to serve as the Board's agents, consultants, or experts in a fair, transparent, and objective manner consistent with all applicable rules and regulations. Concerning operational issues, the Executive Director shall select or ensure the selection of parties to serve as FirstNet's agents, consultants, or experts in a fair, transparent, and objective manner consistent with all applicable rules and regulations. The Executive Director may also select a program manager to carry out certain of the duties and responsibilities of deploying and operating the nationwide public safety broadband network. FirstNet may obtain grants from and make contracts with individuals, private companies, and Federal, State, regional, and local agencies.

ARTICLE VI: GENERAL PROVISIONS

Section 6.01 — Amendments

The Board shall have power to make, alter, amend and repeal the Bylaws of FirstNet by a majority vote of all members of the Board. Any modifications to these Bylaws must be consistent with the Act. Any modifications to these Bylaws shall be effective 10 calendar days following written notice to the General Counsel of the Department of Commerce without objection thereto by the General Counsel or his or her designee via reply written notice during such notice period.

Section 6.02 — Books and Records

FirstNet shall keep the following records:

- (a) Current Bylaws;
- (b) Correct and adequate records of accounts and finances;
- (c) A record of officers' and directors' names and addresses; and
- (d) Minutes of the proceedings of the Board and any minutes, which may be maintained by Board committees. Records may be written, or electronic if capable of being converted to writing.

Any books, records, and minutes may be in written form or any other form capable of being converted into written form within a reasonable time. The records shall be open at any reasonable time to inspection by any Board member for a purpose reasonably related to his or her position as a Board member.

Such books and records will be made available to the public by FirstNet pursuant to Federal law, formal Congressional request, or judicial order.

Section 6.03 — Audits

In recognition that FirstNet is a steward of taxpayer dollars the Finance Committee may recommend to the Commerce Secretary an independent auditor to conduct an audit, on an annual basis, of FirstNet in accordance with Section 6209 of the Act. To facilitate audits conducted under this section of these Bylaws, both NTIA and the auditor shall have the right to access all books, accounts, records, reports, files, and all other papers, things, or property belonging to or in use by the FirstNet that pertain to the financial transactions of FirstNet.

Section 6.04 — Fiscal Year

The fiscal year of FirstNet shall be the Federal Government fiscal year, October 1 through September 30.

Section 6.05 — Logo

The logo of FirstNet shall be of such design as shall be approved by the Board and may be used to identify FirstNet activities or materials.

Section 6.06 — Rules of Order

The rules contained in the most recent edition of Robert's Rules of Order Newly Revised shall govern all meetings of FirstNet where those rules are not inconsistent with law, these Bylaws or prior actions of the Board.

Adopted by resolution of the Board on This 25th day of September 2012.



Appendix A:

First Responder Network Authority Technology & Planning Committee Charter

First Responder Network Authority Technology Committee Charter

Revised 10 December 2014

Origin

The Technology Committee is established by the Board to review, oversee and recommend actions (as described below) related to FirstNet's medium and long-term technology strategies, plans, and research and development activities.

Committee Membership

The Technology Committee shall consist of at least three members. Technology Committee members shall be appointed by the Chairman of the Board and serve at the pleasure of the Chairman of the Board for such term or terms as the Chairman of the Board may determine and may be replaced by the Chairman of the Board. Each of the members of the Technology Committee shall be a member of the Board or otherwise in accordance with the Bylaws.

Committee Structure and Operations

The Chairman of the Board shall designate one member as the Chairman of the Technology Committee. The Technology Committee shall meet in person or telephonically at least four times a year at a time and place determined by the Chairman of the Technology Committee, with additional meetings to occur, or actions to be taken by unanimous written consent, when deemed desirable or appropriate by the Chairman or a majority of the Technology Committee. The Technology Committee may, in its discretion, form and delegate authority to one or more subcommittees. The Chairman of the Technology Committee may invite such members of management to attend Technology Committee meetings or portions thereof as the Chairman of the Technology Committee may deem desirable or appropriate. Any member of the Board may attend any meeting of the Technology Committee and may participate as appropriate.

Committee Duties and Responsibilities

In addition to the principal duties and responsibilities described below, the Committee will undertake such other duties as the Board delegates to it, and will report periodically and as may be deemed necessary by the Committee, to the Board regarding the Committee's activities:

1. Review material network and technology strategies and operations, including with regard to device and technology roadmaps, core and radio access network development, operation and maintenance, standards compliance, security, and network performance, and make recommendations to the Board.
2. Review the material network and technology aspects of the annual budget (e.g. network, partner, vendor, technology, operations, standards, research & development,

and service/product development aspects of the plan) and make recommendations to the Finance Committee.

3. Review the network and technology aspects of material agreements that require review by the Finance Committee and/or the Board, including roaming, public-private partnerships, covered lease agreements, vendor and supplier agreements, and infrastructure leases, and make recommendations to the Finance Committee and/or Board, as appropriate.
4. Review the network and technology aspects of management's material outreach plans that require review by the Outreach Committee and/or the Board, and make recommendations to the Outreach Committee and/or Board, as appropriate.
5. Review the network and technology aspects of management's material network policies and compliance therewith, including those subject to Outreach Committee review, and make recommendations to the Outreach Committee and/or Board, as appropriate.
6. In collaboration with management and the Board, promote efforts to foster and recognize innovation and technical collaboration by and between first responders, public safety agencies, wireless operators and suppliers, colleges/universities, consultants, start-up companies and individuals.

Annual Performance Evaluation and Charter Review

The Technology Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Technology Committee shall produce and provide to the FirstNet Board an annual performance evaluation of the Committee, which evaluation shall compare the Technology Committee's performance with the requirements of this Charter. The report to the Board may take the form of an oral report by the Chairman of the Technology Committee, or by any other member of the Committee.

Resources and Authority

In carrying out its responsibilities, the Technology Committee shall have the resources and authority the Technology Committee may deem desirable or appropriate to discharge its duties and responsibilities, including the authority to obtain advice or assistance from internal or external public safety, wireless technology, engineering, deployment, operations, legal or other experts, advisors or consultants as it deems desirable or appropriate, all in coordination with management and the FirstNet Board.

Nothing contained in this charter shall be construed as circumscribing the authority of the Inspector General under the Inspector General Act or is intended to restrict the authority of the Inspector General to conduct, supervise, and coordinate audits and investigations relating to the programs and operations of FirstNet.

Nothing contained in this charter is intended, and it should be interpreted to exclude, any expansion of the responsibility of the Board or its members under, or violation of, applicable statutory or regulatory requirements.



Appendix B:

First Responder Network Authority Finance Committee Charter

First Responder Network Authority

Finance Committee Charter

17 December 2013

Origin

The Finance Committee is established by the Board to review, approve, oversee, and recommend actions (as described below) related to FirstNet's financial, budgetary, and business development activities.

Committee Membership

The Finance Committee shall consist of at least three members. Finance Committee members shall be appointed by the Chairman of the Board and serve at the pleasure of the Chairman of the Board for such term or terms as the Chairman of the Board may determine and may be replaced by the Chairman of the Board. Each of the members of the Finance Committee shall be a member of the Board or otherwise in accordance with the Bylaws.

Committee Structure and Operations

The Chairman of the Board shall designate one member as the Chairman of the Finance Committee. The Finance Committee shall meet in person or telephonically at least four times a year at a time and place determined by the Chairman of the Finance Committee, with additional meetings to occur, or actions to be taken by unanimous written consent, when deemed desirable or appropriate by the Chairman or a majority of the Finance Committee. The Finance Committee may, in its discretion, form and delegate authority to one or more subcommittees. The Chairman of the Finance Committee may invite such members of management to attend Finance Committee meetings or portions thereof as the Chairman of the Finance Committee may deem desirable or appropriate. Any member of the Board may attend any meeting of the Finance Committee and may participate as appropriate.

Committee Duties and Responsibilities

In addition to the principal duties and responsibilities described below, the Committee will undertake such other duties as the Board delegates to it, and will report periodically and as may be deemed necessary by the Committee, to the Board regarding the Committee's activities:

1. Review and recommend to the Board the annual budget of FirstNet.
2. Review and approve FirstNet's internal budget guidelines and priorities, and monitor compliance with such guidelines.
3. Review the audit process for FirstNet, receive reports from such auditor, and establish appropriate communications with such auditor.

4. Review and approve any material financial filings by FirstNet.
5. Review the financial controls and procedures of FirstNet.
6. Review the program designed to ensure FirstNet's compliance with applicable laws and regulations.
7. Review and, at a value in excess of \$1 million approve, gifts, donations, and bequests to FirstNet.
8. Review any material agreements and make recommendations to the Board, including without limitation agreements regarding:
 - a. public-private partnerships involving secondary use of FirstNet spectrum, network capacity, or infrastructure;
 - b. roaming agreements;
 - c. long-term financial commitments greater than \$10 million in value and all real property leases;
 - d. licenses of intellectual property that are material to FirstNet's operations;
 - e. the requests for proposals under section 6206(b)(1)(B) of the Act; and
 - f. any other transactions requiring approval by the Board.

Annual Performance Evaluation and Charter Review

The Finance Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Finance Committee shall produce and provide to the Board an annual performance evaluation of the Finance Committee, which evaluation shall compare the Finance Committee's performance with the requirements of this Charter. The report to the Board may take the form of an oral report by the Chairman of the Finance Committee, or by any other member of the Finance Committee.

Resources and Authority

In carrying out its responsibilities, the Finance Committee shall have the resources and authority the Finance Committee may deem desirable or appropriate to discharge its duties and responsibilities, including the authority to obtain advice or assistance from internal or external legal, human resource, accounting or other experts, advisors or consultants as it deems desirable or appropriate, all in coordination with management and the Board.

Nothing contained in this charter shall be construed as circumscribing the authority of the Inspector General under the Inspector General Act and applicable Department of Commerce Administrative Orders or is intended to restrict the authority of the Inspector General to conduct, supervise, and coordinate audits, inspections, evaluations, investigations, and other reviews relating to the programs and any other operations of FirstNet.

Nothing contained in this charter is intended, and it should be interpreted to exclude, any expansion of the responsibility of the Board or its members under, or violation of, applicable statutory or regulatory requirements.



Appendix C:

First Responder Network Authority Governance Committee Charter

First Responder Network Authority Governance and Personnel Committee Charter

17 December 2013

Origin

The Governance and Personnel Committee is established by the Board to review, approve, oversee, and recommend actions (as described below) related to FirstNet's governance policies and procedures, employee hiring, and employee performance evaluations.

Committee Membership

The Governance and Personnel Committee shall consist of at least three members. Governance and Personnel Committee members shall be appointed by the Chairman of the Board and serve at the pleasure of the Chairman of the Board for such term or terms as the Chairman of the Board may determine and may be replaced by the Chairman of the Board. Each of the members of the Governance and Personnel Committee shall be a member of the Board or otherwise in accordance with the Bylaws.

Committee Structure and Operations

The Chairman of the Board shall designate one member as the Chairman of the Governance and Personnel Committee. The Governance and Personnel Committee shall meet in person or telephonically at least four times a year at a time and place determined by the Chairman of the Governance and Personnel Committee, with additional meetings to occur, or actions to be taken by unanimous written consent, when deemed desirable or appropriate by the Chairman or a majority of the Governance and Personnel Committee. The Governance and Personnel Committee may, in its discretion, form and delegate authority to one or more subcommittees. The Chairman of the Governance and Personnel Committee may invite such members of management to attend Governance and Personnel Committee meetings or portions thereof as the Chairman of the Governance and Personnel Committee may deem desirable or appropriate. Any member of the Board may attend any meeting of the Governance and Personnel Committee and may participate as appropriate.

Committee Duties and Responsibilities

In addition to the principal duties and responsibilities described below, the Committee will undertake such other duties as the Board delegates to it, and will report periodically and as may be deemed necessary by the Committee, to the Board regarding the Committee's activities:

1. Recommend to the Board governance policies and procedures that will assist the Board in making informed decisions in the best interests of FirstNet.
2. Coordinate with management and committee Chairs to ensure that Board briefings, Board meetings, committee meetings, and all communications are organized, clear, transparent, and adhere to the governance procedures established.
3. Oversee management policies and procedures for compliance with applicable federal requirements regarding employee hiring and contractor retention, including the periodic review of duty station assignments.
4. Seek diversity of FirstNet's management team and resources.
5. Review and approve the compensation of and performance evaluation process for the General Manager and his or her direct reports.
6. Review prospective candidates for the Board, General Manager, and direct reports to the General Manager and make recommendations to the Board.

Annual Performance Evaluation and Charter Review

The Governance and Personnel Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the FirstNet Board for approval. The Governance and Personnel Committee shall produce and provide to the Board an annual performance evaluation of the Governance and Personnel Committee, which evaluation shall compare the Committee's performance with the requirements of this Charter. The report to the Board may take the form of an oral report by the Chair of the Governance and Personnel Committee, or by any other member of the Committee. The Governance and Personnel Committee shall also facilitate an annual review of Board performance.

Resources and Authority

In carrying out its responsibilities, the Governance and Personnel Committee shall have the resources and authority the Governance and Personnel Committee may deem desirable or appropriate to discharge its duties and responsibilities, including the authority to obtain advice or assistance from internal or external legal, human resource, accounting or other experts, advisors or consultants as it deems desirable or appropriate, all in coordination with management and the FirstNet Board.

Nothing contained in this charter shall be construed as circumscribing the authority of the Inspector General under the Inspector General Act and applicable Department of Commerce Administrative Orders or is intended to restrict the authority of the Inspector General to conduct, supervise, and coordinate audits, inspections, evaluations, investigations, and other reviews relating to the programs and any other operations of FirstNet.

Nothing contained in this charter is intended, and it should be interpreted to exclude, any expansion of the responsibility of the Board or its members under, or violation of, applicable statutory or regulatory requirements.



Appendix D:

First Responder Network Authority Outreach Committee Charter

First Responder Network Authority Consultation and Outreach Committee Charter

Revised 10 December 2014

Origin

The Consultation and Consultation and Outreach Committee is established by the Board to review, approve, oversee, and recommend actions (as described below) related to FirstNet's outreach to state, federal, rural and tribal users and how those users will be provisioned and served on the network.

Committee Membership

The Consultation and Consultation and Outreach Committee shall consist of at least three members. Consultation and Outreach Committee members shall be appointed by the Chairman of the Board and serve at the pleasure of the Chairman of the Board for such term or terms as the Chairman of the Board may determine and may be replaced by the Chairman of the Board. Each of the members of the Consultation and Outreach Committee shall be a member of the Board or otherwise in accordance with the Bylaws.

Committee Structure and Operations

The Board shall designate one member as the Chairman of the Consultation and Outreach Committee. The Consultation and Outreach Committee shall meet in person or telephonically at least four times a year at a time and place determined by the Chairman of the Consultation and Outreach Committee, with additional meetings to occur, or actions to be taken by unanimous written consent, when deemed desirable or appropriate by the Chairman or a majority of the Consultation and Outreach Committee. The Consultation and Outreach Committee may, in its discretion, form and delegate authority to one or more subcommittees. The Chairman of the Consultation and Outreach Committee may invite such members of management to attend Consultation and Outreach Committee meetings or portions thereof as the Chairman of the Consultation and Outreach Committee may deem desirable or appropriate. Any member of the Board may attend any meeting of the Consultation and Outreach Committee and may participate as appropriate.

Committee Duties and Responsibilities

In addition to the principal duties and responsibilities described below, the Committee will undertake such other duties as the Board delegates to it, and will report periodically and as may be deemed necessary by the Committee, to the Board regarding the Committee's activities:

1. Oversee management's outreach plans, including to regional, state, local, rural, tribal, territorial, and federal constituents.

2. Review and approve management's regional outreach structure.
3. Review management's proposed network policies regarding users, coverage areas, prioritization, preemption, hardening, and other material network policies directly affecting users, and make recommendations to the Board.
4. Review management's material communications plans.

Annual Performance Evaluation and Charter Review

The Consultation and Outreach Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the FirstNet Board for approval. The Consultation and Outreach Committee shall produce and provide to the Board an annual performance evaluation of the Consultation and Outreach Committee, which evaluation shall compare the Committee's performance with the requirements of this Charter. The report to the Board may take the form of an oral report by the Chair of the Consultation and Outreach Committee, or by any other member of the Committee.

Resources and Authority

In carrying out its responsibilities, the Consultation and Outreach Committee shall have the resources and authority the Consultation and Outreach Committee may deem desirable or appropriate to discharge its duties and responsibilities, including the authority to obtain advice or assistance from internal or external legal, human resource, accounting or other experts, advisors or consultants as it deems desirable or appropriate, all in coordination with management and the Board.

Nothing contained in this charter shall be construed as circumscribing the authority of the Inspector General under the Inspector General Act and applicable Department of Commerce Administrative Orders or is intended to restrict the authority of the Inspector General to conduct, supervise, and coordinate audits, inspections, evaluations, investigations, and other reviews relating to the programs and any other operations of FirstNet.

Nothing contained in this charter is intended, and it should be interpreted to exclude, any expansion of the responsibility of the Board or its members under, or violation of, applicable statutory or regulatory requirements.



Appendix E:

First Responder Network Authority Public Safety Authority Committee Charter

U.S. DEPARTMENT OF COMMERCE
CHARTER OF THE
FIRST RESPONDER NETWORK AUTHORITY
PUBLIC SAFETY ADVISORY COMMITTEE

1. Committee's Official Designation (Title)

Public Safety Advisory Committee (PSAC)

2. Authority

The First Responder Network Authority (FirstNet) established the Public Safety Advisory Committee under the authority of Middle Class Tax Relief and Job Creation Act of 2012 (Tax Relief Act), Pub. L. No. 112-96, 126 Stat. 156, § 6205(a)(1) (47 U.S.C. § 1425(a)(1)), and in accordance with the Unfunded Mandates Reform Act, 2 U.S.C. § 1534(b).

3. Objectives and Scope of Activities

The PSAC provides advice and recommendations to FirstNet. The objective of the PSAC is to assist the FirstNet in carrying out its duties to design, construct, and deploy the nationwide interoperable public safety broadband network (public safety network). The PSAC will assist FirstNet in maintaining the crucial dialogue with state, local, and tribal government and first responder leaders. The PSAC will also enable FirstNet to receive feedback from and exchange ideas with a wide swath of important stakeholders. Thus, the PSAC will support FirstNet in more effectively reaching its goals of building a nationwide public safety network and providing the best possible service to the public safety community. The scope of the PSAC's activities will be limited to matters involving shared intergovernmental responsibilities or administration.

4. Description of Duties

FirstNet intends to seek the advice of the PSAC on a wide variety of matters involving shared intergovernmental responsibilities or administration, including without limitation advice on aspects of outreach, state consultation and state plans. FirstNet will issue written requests for these and other matters in the order FirstNet deems most helpful in consultation with the PSAC, and the PSAC will provide advice and recommendations to FirstNet in response to such requests. The PSAC may request additional assignments, modification of assignments and seek authorization to advise FirstNet on matters not currently assigned. The PSAC will assist FirstNet by representing the consensus views of the public safety community to FirstNet. It may also provide a forum for public safety stakeholders to present current and emerging issues in public safety network management, policy, reform, and technology.

5. Agency or Official to Whom the Committee Reports

The PSAC will report and provide advice to the FirstNet Board through the Designated FirstNet Liaison. The Designated FirstNet Liaison will also communicate work assignments, priorities, and work plans to the PSAC on FirstNet's behalf.

6. Support

FirstNet will provide staff and resources to support the committee.

7. Designated FirstNet Liaison

The Chair of the FirstNet Board will select a FirstNet official, who is either the General Manager or Deputy General Manager of FirstNet, to serve as the Designated FirstNet Liaison to the PSAC. In performing these duties, the Designated FirstNet Liaison will coordinate with the FirstNet User Advocacy Officer as appropriate.

8. Estimated Number and Frequency of Meetings

It is anticipated that the PSAC will meet in person approximately two times a year, as determined by the PSAC Chair and subject to the call of the Designated FirstNet Liaison. The PSAC may hold additional telephonic meetings, as determined by the PSAC Chair and subject to the call of the Designated FirstNet Liaison. FirstNet staff shall take the official minutes of all meetings.

9. Membership and Designation

The PSAC shall be comprised of no more than 45 members who represent state, local, and tribal public safety organizations and shall also include a federal member.

Consistent with 41 C.F.R. §102-3.40(g), the federal member shall be a full-time or permanent part-time officer or employee of FirstNet appointed by the FirstNet Chair. The federal member will serve as a non-voting member of the PSAC, but is authorized to represent the FirstNet Board in the PSAC's deliberations to provide consensus advice in support of shared intergovernmental responsibilities or administration for the public safety network.

Non-federal members must be elected or designated officials of state, local, or tribal governments serving in their official capacities, which includes the Washington representatives of such organizations. A list of such organizations is set forth at appendix A. Such members shall be recommended by their respective organizations, but must be appointed by the Chairperson of the FirstNet Board. Non-federal members of such organizations will serve for a term of two years, but may be reappointed for additional consecutive terms.

The PSAC shall be headed by a Chair and an Executive Committee, consisting of five members (including the Chair) appointed by the Chairperson of the FirstNet Board. The PSAC Chair shall serve a one-year term, but may be reappointed for two additional consecutive terms. Subsequent appointments (beyond the three years) of the PSAC Chair may be approved by the Board.

The Executive Committee shall assist the Chair in operating the PSAC and coordinating with the full PSAC membership. Each member of the Executive Committee shall serve a one-year term, but may be reappointed for additional consecutive terms. Decisions of the Executive Committee shall be by majority vote.

No member of the PSAC or its subgroups shall be a registered lobbyist under the Lobbying Disclosure Act of 1995, as amended, 2 U.S.C. § 1601 *et seq.*, in accordance with the President's Memorandum on

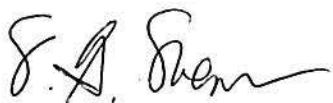
Lobbyists, Memorandum for the Heads of Agency Boards and Commissions: Lobbyists on Agency Boards and Commissions (June 18, 2010), <http://www.whitehouse.gov/the-press-office/presidential-memorandum-lobbyists-agency-boards-and-commissions>.

10. Subcommittees

FirstNet may create subcommittees, working groups, standing committees, ad hoc groups, task groups, or other subgroups as it considers necessary for the performance of the PSAC's functions. Like the full committee, PSAC subgroups may meet solely for the purpose of discussing shared intergovernmental responsibilities or administration. Any subgroup established will report to the Executive Committee and must not provide advice or work products directly to FirstNet.

11. Duration/Termination

The PSAC is a standing committee. This charter will remain in effect until 2027 and may be amended from time to time by FirstNet.



Sue Swenson
Chairwoman of the Board,
First Responder Network Authority

Dated: _____

6/3/14

Appendix A

1. American Association of State Highway & Transportation Officials
2. Association of Public-Safety Communications Officials-International
3. American Public Works Association
4. Forestry Conservation Communications Association
5. Governors Homeland Security Advisors Council
6. Interagency Board
7. International Association of Chiefs of Police
8. International Association of Emergency Managers
9. International Association of Fire Chiefs
10. International City/County Management Association
11. International Municipal Signal Association
12. Major Cities (Police) Chiefs Association
13. Major County Sheriffs' Association
14. Metropolitan Fire Chiefs Association
15. National Association of Counties
16. National Association of Emergency Medical Technicians
17. National Association of Regional Councils
18. National Association of State Chief Information Officers
19. National Association of State EMS Officials
20. National Association of State 9-1-1 Administrators
21. National Association of State Technology Directors
22. National Association of Telecommunications Officers and Advisors
23. National Congress of American Indians
24. National Criminal Justice Association
25. National Conference of State Legislatures
26. National Council of Statewide Interoperability Coordinators
27. National Emergency Management Association
28. National EMS Management Association
29. National Emergency Number Association
30. National Governors Association
31. National League of Cities
32. National Public Safety Telecommunications Council
33. National Sheriffs' Association
34. National Consortium of Justice Information Statistics
35. U.S. Conference of Mayors
36. SAFECOM Executive Committee (At Large)
37. SAFECOM Executive Committee (At Large)
38. Fire Non-Management First Line Responder (At Large)
39. Police Non-Management First Line Responder (At Large)
40. Police Non-Management First Line Responder (At Large)
41. FirstNet (Federal Member)