

Gowanus Canal Community Advisory Group (CAG) Charter

Approved by Full CAG 12/14/25

Section 1. Vision Statement

The clean-up of the Gowanus Canal presents a historic and remarkable opportunity to realize the hopes and dreams of the community for its future. We recognize that these aspirations are as diverse as our community. We are, however, united in our belief that open dialogue will ensure a remedy for the Gowanus Canal Superfund site that is protective of the environment and human health. Our vision for the Gowanus Canal Community Advisory Group (CAG) is to advance these hopes and dreams by working together in ways that build trust and utilize intensive transparency, collaboration, and leadership.

Section 2. CAG Mission

The mission of the CAG is to be a forum for dialogue between representatives of all segments of the community about the federal Superfund clean-up of the Gowanus Canal and other related issues of concern to the community. The CAG's roles may include, but not be limited to:

- Disseminating information to the community
- Gathering information from the community and various sources
- Discussing and assessing information
- Adopting and voicing positions
- Problem-solving issues relating to the clean-up and its impacts on the community
- Providing input and guidance to EPA and others.

Section 3. Structure and Composition of the CAG

The CAG shall consist of no more than 60 members, representing the full range of community interests and shall strive to maintain a proportional balance between organizational representatives and at-large members. Much of the work of the CAG shall be done in committees, each committee consisting of no less than three CAG members. Committees may invite guests to their meetings, but committee membership will be limited to CAG members.

The CAG shall be supported by a neutral facilitator paid for by the EPA using Superfund dollars. As referenced in Section 25, the neutral facilitator's responsibilities include facilitation of the General CAG meeting, coordination with Committees to develop agendas for the General CAG meetings, and support of CAG communications with the public, agencies and elected officials. Thus, issues discussed at the General CAG meeting are limited to the following:

- issues related directly to the Superfund cleanup as outlined in the [Record of Decision \(ROD\)](#)
- issues that adversely affect or are a clear threat to the efficacy of the Superfund

remedy.

All other matters shall be addressed within Committees or at General CAG meetings held without use of the neutral facilitator's resources. Committees may ask questions about whether issues fall into one of the above categories directly to the EPA Liaison.

Section 4. Statement of Principles

The CAG's activities will be carried out in the following manner:

- CAG process will be conducted with impartiality.
- CAG members, alternates, liaisons, and guests will treat each other with civility and respect for other participants' time.
- The CAG will approach its work diligently and aim to reach agreement.
- The CAG members will commit to attend meetings, arrive prepared for thoughtful discussion, be responsive to environmental issues, human health threats, and community concerns; and take into account the practical, budgetary, and temporal limitations of the complex issues facing wide-scale environmental cleanups.
- The CAG's communications will be conducted openly. All documents should be available online. Meetings should be open to the public and updates should be timely.
- The CAG will utilize joint fact-finding methods wherever possible.

Section 5. Code of Conduct

- **Respect and Inclusivity:** Ensure you treat all CAG members and guests respectfully, regardless of their background, beliefs, or opinions. The goal is to create an inclusive environment where everyone feels valued and heard.
- **Professionalism:** Maintain professional behavior in all your interactions within the CAG and with external partners or individuals. This includes phone calls, chats, emails, and Q&As. What you would not say in a work context, you should not say in any communication within the CAG.
- **Commitment:** Honor your commitments and responsibilities within the CAG. Clearly record commitments made to the CAG to allow for effective follow-up. CAG members will commit to putting in the time to complete assignments, tasks and attending at least half of both CAG general and committee meetings.
- **Communication:** Keep communication open and transparent within the CAG. Address conflicts constructively and directly, seeking resolution with respect for all involved.
- **Accountability:** Take responsibility for your actions and decisions, acknowledging achievements and mistakes.
- **Collaboration:** Embrace teamwork and cooperation, recognizing the collective efforts that drive the CAG's success.
- **Adherence to Policies and Guidelines:** Abide by all EPA CAG policies, guidelines, and legal requirements, including but not limited to:
 - [Guidance for Supporting Community Advisory Groups at Superfund Sites](#)
 - [Superfund Community Advisory Group Toolkit for the Community](#).Ensure compliance in all your activities.
- **Representation:** Be mindful of how your actions and statements reflect on the CAG, thus maintaining a positive image in the community.

- **Conflicts of Interest:** CAG members shall be transparent regarding ways that CAG activities or decisions about the clean-up will impact them (and/or their organization) personally, professionally, or otherwise, and must recuse themselves from any CAG decision-making on matters in which they or their organization have a direct financial interest, including, but not limited to, matters solely impacting specific properties in which they have a direct interest. These procedures shall be followed by CAG members for all CAG activities, including committee and general CAG activities.
- **No Direct Financial Benefit:** No individual CAG member nor their respective organizations can derive a financial benefit from their membership in the CAG.

Section 6. Addressing Inappropriate Behavior by CAG Members

Handling situations where a member doesn't adhere to the code of conduct is crucial for maintaining a healthy and respectful CAG. Steps that will be taken include:

Inappropriate Behavior from Virtual Participants

- Immediate moderation is the first response to inappropriate conduct observed during a virtual interaction. The facilitator or moderator should ask the individual to stop the behavior and remind the individual of the CAG's Code of Conduct.
- If the issue continues, the facilitator or moderator could address the issue by using platform-specific tools, such as muting the offender and disabling the chat function.

Inappropriate Behavior from In-Person Participants

- **Assess the Situation:** The facilitator/moderator should quickly assess the nature of the problem. Is it a disagreement among participants, a technical issue, disruptive behavior, or something else?
- **Address Disruptions:** Tactfully: If disruptive behavior occurs, address it tactfully and without escalating tension. Politely ask the individual involved to modify their behavior or contribute constructively to the discussion.
- **Breaks for Reflection:** The facilitator/moderator could consider calling for a short break if tensions arise. This could allow for a private conversation with the individual.
- **Follow-Up After the Meeting:** If the problem remains unresolved by the end of the meeting, the Administrative Committee and other appropriate parties should follow up with the CAG member.
- **Document Key Points:** Record key points discussed during the meeting, including how problems were addressed. This documentation can serve as a reference for future meetings and can be useful for tracking progress on action items.

If the Problem Persists

- If problems continue with any member, the Administrative Committee should contact the individual privately about the behavior that contradicts the CAG's code of conduct. The Administrative Committee could:
- Encourage open dialogue to understand the individual's perspective and provide an opportunity for clarification or explanation.
- Reinforce the importance of the code of conduct, emphasizing the specific section that was violated and the impact it has on the community.
- Work together to find a resolution or corrective action that aligns with the CAG's Code of Conduct and addresses the issue.
- Document the conversation, outlining the issue discussed, the agreed-upon actions, and the expected timeline for change or improvement.
- The goal isn't punitive but corrective. The primary aim is to educate, guide, and

encourage positive behavior that aligns with the community's values and code of conduct. This approach should foster a sense of accountability while maintaining the community's positive and respectful environment.

Section 7. Criteria for Organizational Members

CAG organizational members shall meet at least one of the following criteria:

- Represent one or more distinct neighborhoods in the vicinity of the site (i.e. Boerum Hill, Carroll Gardens, Cobble Hill, Gowanus, Park Slope and Red Hook) or a segment of the community, or
- Focus their efforts on environmental issues and have members that reside in the neighborhoods in the vicinity of the site, or
- Provide specialized expertise relevant to the Superfund clean-up that will assist the CAG in its work, and have some connection to the Superfund site,

and should meet all of the following criteria:

- Be an established organization and maintain regular contact with their neighborhood or segment of the community,
- Organizations are expected to report back to their organizations regularly.

Section 8. Criteria for At-Large CAG Members

CAG members-at-large should meet at least one of the following criteria:

- Reside in one of the neighborhoods in the vicinity of the site, or
- Work in one of the neighborhoods in the vicinity of the site, or
- Operate a business in one of the neighborhoods in the vicinity of the site, or
- Provide specialized expertise relevant to the Superfund clean-up that assists the CAG in its work, and have some connection to the Superfund site.

Section 9. Criteria for Potentially Responsible Parties (PRPs)

Parties identified by USEPA as PRPs shall be eligible to join the CAG as non-voting members.

Section 10. Criteria for All CAG members

All members of the CAG, including organizational representatives, members-at-large, and PRPs, should meet all the following criteria:

- Commitment to the CAG, its Statement of Principles, and Code of Conduct
- Willingness to put in the time and effort necessary for collaborative engagement.

Section 11. Responsibilities of CAG membership

- ***Attendance requirements:*** All members of the CAG, including organizational

representatives, members-at-large, and PRPs, are expected to attend at least half of all CAG general meetings during a calendar year. CAG members are also expected to attend at least half of all committee meetings for their appointed committee(s), during which time they are committee members. If a CAG member misses a meeting, they are encouraged to review the video and/or summary of that meeting.

- **Attendance records:** The CAG facilitator will track attendance of full CAG meetings. The Administrative Committee shall conduct an annual attendance review and issue an annual attendance report with any recommendations to the full CAG.
- **Committee involvement:** CAG members must participate in at least one committee.

Section 12. At-Large Membership

- AT LARGE members whose special circumstances may make attendance/participation impossible temporarily may contact Admin to request a Leave of Absence. Their seat will be held contingent on Charter Membership cap of sixty (60).
- AT LARGE members who take a Leave of Absence will be asked to verify their status for the upcoming year through the annual survey process. If no response to the survey is received, the Member will be removed from the CAG and will need to re-apply.

Section 13. Organizational Membership

Organizations that meet the criteria for CAG Membership may apply to join the CAG. Applicants for organizational membership proceed through the normal application and interview process.

- Organizational Members have a permanent seat on the CAG.
- Organizational members remain active as long as they identify a main member and an alternate and meet the requirements of membership.
- **Alternates:** Alternates will participate in CAG general and committee meetings and shall satisfy attendance requirements when the main member is not present.
 - Organizational members are limited to one vote when both the main and alternate members are in attendance.
 - No two organizations can share an alternate.
- **Inactive Organizations:**
 - Organizational memberships that lapse due to lack of attendance may re-activate their membership through notification to the Administrative Committee. They will supply a new representative and alternate member.
 - The Admin Committee will review how many members are serving at that time. The re-applying "permanent" organization may return if the CAG has not reached its capacity of sixty (60) members.
 - They will not be required to conduct an interview with the CAG. Reapplying organizations will be advised to attend the next general meeting to be reintroduced to the CAG as a returning member. No interview or vote will follow.
- **Other Removals or Resignations:**
 - Organizations who are removed for other non-compliance or formally resign from the CAG may apply for organizational membership through the normal application and interview process.

Section 14. New Members and Membership Renewal

New Member Applications: Individuals and organizations can join the CAG at any time provided they meet the criteria for membership and upon a vote of a simple majority of eligible members in attendance at a CAG general meeting. The CAG application process is as follows:

- Support and information for potential applicants is provided by the CAG facilitator.
- The applicant completes an application form and is instructed to review the CAG Charter and attend and/or review videos of CAG meetings.
- The Administrative Committee reviews the application and issues an opinion regarding the qualifications of the applicant and the impact of the applicant on the overall CAG balance to ensure representation of the full range of community interests.
- The applicant meets with the full CAG in private session following a general meeting.
- A simple majority vote of quorum is required for approval, if a quorum is not present the facilitator can accept additional votes by proxy.
- The official invitation and followup assistance is provided by the CAG facilitator.

Annual Membership Renewal: All CAG memberships are renewed annually. By November 15 of each year, CAG members must inform the CAG facilitator whether they will continue for the following year. By December 15, the CAG facilitator will provide the Administrative Committee with results of this survey.

Section 15. Annual Member Balance Assessment

- Following the annual member assessment and renewal process, the Administrative Committee, with the assistance of the CAG facilitator will identify any gaps in the overall CAG balance to ensure representation of the full range of community interests for the following year.
- The Administrative Committee and CAG facilitator will work with the Outreach Committee and/or other committees to identify potential new members and/or strategies to ensure that the viewpoints and issues of missing voices are included in CAG discussions.
- The CAG facilitator will work with the Outreach and/or other committees to create a formal strategy for reaching out to prospective candidates to apply for membership and/or design activities and relationships to connect with missing voices in the Gowanus community.

Section 16. General and Committee Meetings Guidelines

Groundrules: all CAG members and meeting attendees shall observe the following ground rules in addition to the CAG Code of Conduct.

- Only one person will speak at a time as called on by the CAG facilitator. Interruptions, cross-talking, and side conversations are to be avoided out of respect for the person speaking.
- During presentations in general, CAG members should hold questions and interruptions until called on by the CAG facilitator or presenter and clarify questions

as needed.

- CAG members are encouraged to ask clear questions and avoid repetition and verbosity.
- No one will make personal attacks. All members are encouraged to craft questions and comments to focus on the issues and not the person presenting the information or other parties.

Time limits for individual questions: during the question-and-answer period of the meeting, the CAG Facilitator may set a time limit for each question as necessary. The Facilitator may implement other time-saving measures as necessary.

Agenda Development and Posting: The facilitator shall develop CAG agendas with input from the CAG members and send them to members one week before meetings. Agendas shall describe any decisions, proposals, and/or resolutions to be acted on by the full CAG. Support materials and proposed resolutions shall be included with the agendas as appropriate.

Meeting summaries and video postings: The Outreach Committee will post meeting summaries and videos of all General CAG meetings and committee meetings will be made available to CAG members within ten days of all meetings.

Meeting notification: The Facilitator will announce dates and times of General CAG meetings at least three weeks in advance, except in the event that the facilitator determines that a meeting is necessary sooner than these procedures would allow. Committee moderators will announce dates and times of committee meetings at least two weeks in advance. The Outreach Committee will post all dates and times for meetings on the website when available.

Meeting logistics:

- No meeting of the CAG or its committees shall occur in private homes.
- To the extent possible, all meetings of the CAG and its committees shall begin at or after 6:00 p.m. on weekdays.
- General CAG meetings will be held monthly. At least one in-person meeting will be held each quarter. To the degree possible, in person meetings will allow for virtual participation.

Section 17. Committee Moderator

Each CAG Committee shall have a Moderator, whose name and contact information will be shared with all CAG members. Committees will review the role and vote on the Moderator every two years. A majority of the attending committee members shall select the Moderator. Committee Moderator terms can be renewed indefinitely.

The CAG Committee Moderator will carry out the following:

- Facilitate committee meetings.
- Develop the committee agenda.
- Determine committee meeting dates consistent with the availability of committee members.
- Prepare meeting summaries and track action items.

- Track commitments made by and to the committee.
- Assist committee members in complying with the Code of Conduct and membership responsibilities.
- Identify and synthesize points of agreement and disagreement.
- Distribute meeting agendas, meeting summaries, and other committee materials
- Work with the website manager to ensure that committee meetings and notes are updated on the website.

Section 18. Committee Membership

- ***Committee membership responsibilities:*** Committee members are expected to attend at least half of all committee meetings during their tenure.
- ***Joining committees:*** If a CAG member wishes to join a committee, he/she will be eligible to do so either after attending at least two consecutive meetings of the committee or immediately following the CAG ratification of a new committee structure.

Section 19. Administrative Committee

The Administrative Committee is expected to meet at least quarterly. The Administrative Committee will address:

- CAG membership, including attendance issues of existing CAG members, requests to join the CAG and new member recruitment needs.
- Committee structure, including mission statements and number and types of committees.
- Administrative matters related to EPA and other agencies.
- Annual review of attendance, CAG member balance, and membership renewals.
- In all cases, the Administrative Committee's role is to review and assess issues, produce reports, and present recommendations to the full CAG for ratification.

The Administrative Committee has no independent decision-making authority except for its internal procedures in accordance with applicable sections of this Charter.

Section 20. Communications

The CAG Outreach Committee will develop a Communications and External Relations Plan, which they shall review as necessary and that will include, but not be limited to, methods for:

- responding to press inquiries,
- disseminating information,
- responding to speaker/presenter requests,
- developing and updating printed and online materials.

The CAG Communications and External Relations Plan and any changes will be subject to approval by the full CAG.

When speaking with others outside the CAG, members and alternates will clearly state

that they are representing their views and concerns as individuals or organizations and do not speak for the CAG except as otherwise described in the Communications and External Relations Plan.

Section 21. Open Meetings

- All CAG meetings and committee meetings will be open to the public and the media.
- Whenever possible, time will be allotted for public questions and comments.
- The CAG facilitator will announce at the start of each meeting that photography, video recording, or audio recording may be taking place.

Section 22. Media Participation

- The CAG encourages media participation to ensure public, transparent information sharing and deliberation.
- The CAG will request that media representatives keep cameras, recording devices, and any other equipment within an area designated for that purpose.

Section 23. Committee Activities

- **Quorum:** A quorum, defined as more than 50% of the committee membership, must be reached for an official committee meeting or voting to occur.
- **Committee mission statements:** Each committee will have a mission statement describing the scope of its work. The mission statements will be reexamined annually and revised as necessary, and the committees will attempt to reach a consensus.
- **Remote Participation:** whenever possible, in person meetings will seek to provide a remote participation option.
- **Committee Information-gathering:** committees will utilize joint fact-finding methods wherever possible.
- **Agendas:** the committee moderator will prepare meeting agendas in consultation with the committee members. Agendas shall be posted or sent to all CAG members at least seven days before committee meetings.
- **Attendance:** each Committee shall keep its records regarding attendance and quorum requirements. Each individual Committee is responsible for bringing attendance noncompliance issues to the Administrative Committee for possible review during the survey period.

Section 24. Committee Resolutions

Committees shall abide by the following protocol when drafting and proposing resolutions for the CAG to consider and vote upon:

- Discussions related to proposals and/or resolutions that are the result of Committee work and proper voting procedures should be accurately reflected in the Committee's meeting summaries and posted on the CAG website.
- The final draft of the proposed resolution must be shared with all Committee members at least seven (7) days before it is presented to the full CAG with the

- opportunity to comment,
- Dissenting members shall be given the opportunity to provide a written dissent to be distributed along with the proposed resolution.
- To qualify for consideration by the full CAG, the Committee must present the final draft resolution and any written dissents at least seven (7) days before the CAG General Meeting where it will be discussed.
- Committees shall select one or more spokespeople to present the proposal to the full CAG for discussion and ratification.

Section 25. Full CAG Actions and Resolutions

All decisions of the CAG must be ratified by vote of the full membership. In general, proposals and resolutions will originate within committees and be submitted to the full CAG for discussion, revision and ratification at a general meeting.

The following requirements are to be followed for taking CAG action:

- **Notice:** All resolutions, proposals and actions requiring full CAG approval must be discussed at a CAG general meeting and distributed to CAG members at least seven days in advance.
- **Quorum:** Quorum is required for any full CAG action to occur. Quorum for the full CAG is defined as more than 50% of the active membership as of January 1 of that year.
- **Approval:** Resolutions, Communication Plan, Membership Status, and Changes to Committee Structure require approval by a simple majority of the members present at a general CAG meeting once a quorum is established. Changes to the Charter and Mission Statement require approval by $\frac{2}{3}$ of the members present at a general CAG meeting once a quorum is established.
- **Time-sensitive actions:** where committee consensus that the proposal is time-sensitive because of a specific external deadline and cannot wait until the next possible CAG general meeting, then the proposal will be sent by the CAG facilitator to the full CAG for comments and a compilation of comments will be sent to all CAG members who will then vote via email on the proposal. Time sensitive actions must receive responses from at least a quorum of members and are subject to 2/3 approval of responding CAG members to be ratified.
- **Amendments to proposals:** During a discussion of a proposal at a general meeting, "friendly amendments" that improve the proposal or address concerns but that do not constitute substantive changes to the proposal, may be offered by CAG members and shall be ratified by majority approval once quorum is established.
- **Postponement:** In order to allow sufficient time for discussion or consultation with organization or other stakeholders, any CAG member may request that a vote be postponed until the following CAG meeting in order to provide time to better understand and assess the proposal. The CAG will discuss the request and vote on whether to postpone. If a simple majority approves the request, the item will be deferred to a future meeting.
- **Failure to approve/withdrawal of resolutions.** If a resolution fails to receive more than required support, or it is clear that sufficient support is not present, then the committee may subsequently revise that resolution based on the concerns raised and submit the revised proposal at a future CAG meeting as a new resolution. Committees are strongly encouraged to work directly with those members with

concerns in revising the resolution.

- **Minority opinions:** in cases where a resolution passes but there is strong dissent, those in dissent will be provided the opportunity to provide a short minority opinion explaining their concerns as an appendix to the CAG resolution.

Section 26. CAG Facilitator

The CAG facilitator will carry out all responsibilities, as described in this Charter, including, but not limited to:

- Assisting in formulating meeting agendas.
- Facilitating meetings.
- Preparing meeting summaries and tracking action items and future agendas.
- Assisting the CAG members in complying with ground rules, Statement of Principles, Code of Conduct, and membership responsibilities.
- Identifying and synthesizing points of agreement and disagreement.
- Assisting in building agreement among members when and as needed.
- Helping build the capacity of CAG members to perform CAG functions.
- Serving as a point of contact between the CAG and local, state, and federal agencies, elected officials, Potentially Responsible Parties, community organizations, and others.
- Serving as a confidential communication channel for members or observers as needed.
- If a member cannot speak about a concern directly to another member, he or she can contact the facilitator directly.
- The facilitator may serve as a channel for such concerns and, as necessary, work with parties between meetings to resolve conflict.
- Upon request, all information or views shared during conversations with the facilitator will be kept confidential.
- Advocating for a fair, effective, and credible process but remaining neutral with respect to the outcome of the CAG's deliberations.
- Distributing meeting agendas, meeting summaries, and other CAG materials.
- Fulfilling all contractual obligations he or she may be subject to for the conduct of this work.

Section 27: Facilitation Committee: The Facilitation Committee is NOT to function as an executive committee. The Facilitation Committee shall comprise one (1) member from each standing Committee plus members elected by the General CAG up to a maximum total of nine (9) members. The Facilitation Committee shall always be composed of an odd number of members.

Each current standing Committee will elect on its own, a representative to serve on the Facilitation Committee. The Facilitation Committee names are publicized to the General CAG.

The remaining Facilitation Committee members may self nominate or be nominated by the General CAG at a General CAG meeting. Once the names of the Candidates have been established, a ballot, with all of the candidates' names, will be passed at a General CAG meeting. CAG members will be instructed to vote for their choices--the number of which will depend on the current maximum number of nine (9) Facilitation Committee

members. The votes will be tallied by the neutral facilitator and announced to the entire CAG.

The Facilitation Committee's function, efficacy, membership, role and composition may be reviewed annually. The number of members on the Facilitation Committee may change based upon the number of standing committees at the time of the review. The maximum number of permitted members may be reviewed and/or changed for the next six month period based on the composition of the standing committees at the time of the review.

The Facilitation Committee shall have the following responsibilities:

- Oversee coordination and facilitation of the General CAG meetings, in collaboration with EPA and/or the neutral facilitator.
- Coordinate and direct the work of the CAG Facilitator on behalf of the CAG
- Coordinate activities between the committees if needed
- Meet monthly or as needed.
- Facilitate meetings, with assistance of CAG Facilitator.

Section 28. U.S. Environmental Protection Agency

The CAG appreciates the support of the U.S. Environmental Protection Agency in performing the following activities:

- Send appropriate staff to regularly scheduled general and committee meetings, as warranted by meeting agendas.
- Respond to action items and other requests in a clear, direct, and timely fashion, including providing responses to questions and comments of CAG members by:
 - 1) giving presentations to the CAG; or
 - 2) responding to CAG members' questions and comments at CAG meetings; or
 - 3) providing written responses.
- Participate in and conduct educational briefings to ensure a shared knowledge of key issues, technologies, and the Superfund process.
- Coordinate with the CAG facilitator ahead of meetings to ensure the concerns and focus of needed presentations.
- Prepare and provide presentations on relevant technical, legal, and other pertinent cleanup issues as requested by the CAG.
- Help the CAG coordinate its work with the Superfund technical program and schedule.
- Support to the CAG in terms of funds for facilitation.
- Engage in discussion with the Administrative Committee on administrative matters, should the need arise.
- Engage in discussions with the CAG at least once per year to evaluate the relationship between the CAG and EPA, discuss what aspects are working well and what aspects need improvement, and identify any potential changes to how EPA and the CAG will work together.

Section 29. CAG Liaisons

Representatives of New York City mayoral, state, and federal agencies, elected officials, and other parties involved in or connected to the Superfund clean-up of the Gowanus Canal shall be encouraged and welcome to participate in the CAG.

Section 30. Amendments to the Charter

- The Facilitation Committee shall conduct a review of the Charter every two years.
- Any member of the CAG may propose an amendment to the Charter by notifying the Facilitation committee.
- The Facilitation committee will determine if any proposed change should be brought to the full CAG for action. If supported, the amendment would be presented at a General CAG meeting for discussion and proposed changes voted on at the following General CAG meeting.
- A quorum is required for any discussions or amendments to the Charter. A two-thirds (2/3) majority of the attending CAG members is required for any amendments.