

SPAWARINST 5420.27
SPAWAR 08-61
20 Mar 02

SPAWAR INSTRUCTION 5420.27

From: Commander, Space and Naval Warfare Systems Command

Subj: SPAWAR CORPORATE BOARD OF DIRECTORS

Encl: (1) Charter "SPAWAR Corporate Board of Directors"

1. Purpose. The Space and Naval Warfare Systems Command (SPAWAR) Corporate Board of Directors (CBOD) is hereby established for the purpose of addressing cross-organizational issues and interfaces involved in establishing and institutionalizing disciplined corporate processes for the SPAWAR Claimancy.

2. Mission. The CBOD will guide the conduct of business within the SPAWAR Claimancy. The areas of consideration will include, but are not limited to; integrated corporate business processes addressing issues in funding, requirements, implementation and integration strategy, corporate business tools development and corporate decision processes. Specifically, the CBOD will:

- a. Establish/promulgate broad policy guidelines;
- b. direct the development, promulgation and execution of the Corporate Strategic Plan;
- c. establish/implement corporate business development processes;
- d. address macro-issues in corporate planning, funding, and execution; and
- e. provide a forum for discussion/resolution of issues in cross-corporation operations.

3. Members. Membership of the CBOD is as follows:

- a. Principal voting members:
 - (1) SPAWAR 00 ("Chair"), 00A, 09, and the Commanding Officer (CO) and Executive Director (ED) from the SPAWAR Systems Centers, SPAWAR Information Technology Center, and SPAWAR Space Field Activity.

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b. Principal non-voting members:

(1) SPAWAR 00TD, 04, 05, CIO.

c. ad hoc non-voting members:

(1) as designated by the CBOD.

4. Action. Enclosure (1) is the charter for the CBOD. This charter will be reviewed by the CBOD and amended as deemed appropriate.

/s/
K. D. SLAGHT

Distribution:
SPAWAR List 4

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SNDL PART II
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SPAWAR CORPORATE BOARD OF DIRECTORS

1. Purpose. To establish the Space and Naval Warfare Systems Command (SPAWAR) Corporate Board of Directors (CBOD) for the purpose of addressing cross-organizational issues and interfaces involved in establishing and institutionalizing disciplined corporate processes for the SPAWAR Claimancy.

2. Background. In April 1999, COMSPAWAR directed the establishment of the CBOD as a senior-level, corporate decision-making group. Although conceived as being outward looking and forward-looking, the operation of the CBOD is to be integrated with internal business operations processes.

3. Scope. The CBOD will guide the conduct of business within the SPAWAR Claimancy. The areas of consideration will include, but are not limited to; integrated corporate business processes addressing issues in funding, requirements, implementation and integration strategy, corporate business tools development and corporate decision processes. Specifically, the CBOD will:

- a. establish/promulgate broad policy guidelines;
- b. direct the development, promulgation and execution of the Corporate Strategic Plan;
- c. establish/implement corporate business development processes;
- d. address macro-issues in corporate planning, funding, and execution; and
- e. provide a forum for discussion/resolution of issues in cross-corporation operations.

3. Responsibilities

a. CBOD Membership. Principal members include both voting and non-voting members. The voting members are the SPAWAR Commander ("Chair"), Deputy Commander, and Vice Commander, and the CO and ED of the SPAWAR Systems Centers, SPAWAR Information Technology Center, and SPAWAR Space Field Activity. The non-voting members are SPAWAR 00TD, 04, 05, and CIO. The CBOD, at its discretion, may designate ad hoc non-voting members (such as the SPAWAR Contracting Officer and the Chief Financial Officer). Designation of alternates for the principal voting members is not permitted. Permanent staff members are the Executive Secretary

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and SPAWAR 00E. Other individuals may be invited to attend as deemed necessary.

b. Executive Secretary. The Executive Secretary will be selected from the SPAWAR Headquarters staff. SPAWAR 00E shall serve as an alternate. The duties of the Executive Secretary are:

(1) In coordination with the Deputy Commander, develop and promulgate meeting agendas. Contact and arrange for non-CBOD members to brief and distribute briefing materials.

(2) Produce minutes of the meetings.

(3) Provide for the reporting of decisions made by the CBOD to corporate SPAWAR once approved.

5. Meetings. Meeting times will be determined by consensus of the CBOD principal voting members that will provide for a quorum to be present (attendance by VTC is considered "present"). A quorum shall consist of the SPAWAR Commander and either or both the Deputy Commander and Vice Commander, and either or both the CO and ED of each SPAWAR activity. Attendance will be limited to principals (and others) cited in 4.a. In the event of absence, principals may submit votes to one or more voting members on discussion topics prior to scheduled meetings. The Board will attempt to achieve consensus on issues. If necessary, a minority dissenting opinion will be included in the minutes. At the discretion of the CBOD, discussion will be limited, and a pass to the right rule invoked to maintain progress. The presence of action officers assigned to agenda topics shall be the minimum number in order to ensure effective communication of information. The CBOD shall develop a mechanism to resolve emergent issues and provide quick response decisions during the periods between scheduled meetings.

6. Sub-Boards. To the maximum extent possible, existing SPAWAR Claimancy organizations will be tasked to study and make recommendations on specific areas of interest to the CBOD. However, in certain instances sub-boards may be established. The operation of such sub-boards will be based on the nature of their tasking. In either case, tasked organizations shall report quarterly to the CBOD unless otherwise directed.

7. Relation to other Boards. The Headquarters Board of Directors (HBOD) and the Center Leadership Team (CLT) may present corporate issues to the CBOD as necessary. The HBOD focuses on Headquarters issues, while the CLT focuses on issues of common interest to the Echelon III activities within SPAWAR. When the HBOD or CLT need corporate level involvement or decisions, the CBOD is the proper forum.