

NASA Advisory Implementing Instruction

NAII 1400.1

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NASA GOVERNANCE CHARTER WRITING MANUAL

1. AUTHORITY TO CHARTER GOVERNANCE BODIES

Within NASA, governing bodies (Councils, Boards, Committees, Panels, Working Groups; see NPR 1400.1 including Section 3.9 and Appendix A) may be chartered under two types of authority: *line authority* and *governance authority*. Charters created under either authority must follow the format and contents prescribed in NPR 1400.1, NASA Directives and Charters Procedural Requirements. However, the procedures for approval and requirements for posting within the NASA Online Directives Information System (NODIS) differ.

a. Governing bodies chartered under Agency governance authority. These bodies are termed “subordinate governance bodies” and are formally a part of the Agency Governance System. They exercise, in whole or in part, authorities which have been reserved from line authority by Agency Governance Councils in their Charters, but which are then re-delegated to these subordinate bodies. The bodies may additionally perform functions related wholly to internal management, but the trigger for this type of body is any overlap with Agency Governance Council chartered scope.

(1) These bodies:

- (a) Report to a parent Agency Governance Council, determined by the chartered scope of the subordinate body and the chartered scope of the appropriate parent body.
- (b) Are formally *created* by the parent body, and as such approved by the parent Council Chair through a defined process set forth in NPR 1400.1. Similarly, the parent Chair must approve substantial changes to a charter or disbanding of the body.
- (c) Are required to be consistent with NPD/NPR 1400.1 and must follow writing standards in this NAI.
- (d) Must have charters coordinated with the Office of the Executive Secretariat early in their development (before finalization with members/stakeholders). OES will help determine the appropriate parent Council, ensure that the body’s scope is clear, does not assert authorities reserved by the parent body and does not overlap with other bodies within the governance system. OES will also recommend whether approval of the body should occur in-board within the parent Council (as set forth in their charters), or whether the Chair may approve out of board.

(e) Are required to be [posted in NODIS](#), unless a finite-duration Working Group as defined in NPR 1400.1 Appendix A.

b. Governing bodies chartered under line authority. These bodies have responsibilities and/or decision authority which wholly and solely are encompassed by organizational roles and responsibilities assigned in NPD 1000.3 Chapters 4 or 5 to a single organization or Official in Charge. Their scope must not include any authorities explicitly reserved from line authority by Agency Governance Council chartered scope as defined in NPD 1000.3 Chapters 3 and 6. Examples include purely internal boards used by some Mission Support Enterprise Organizations to manage their functions (which typically include no members outside the organization), certain boards chaired by Office of the Administrator personnel for which no Agency Council has prescribed scope (i.e., they implement line responsibilities of the Administrator), and Capability Portfolio Advisory Boards chartered under line authority established in NPR 8600.1.

(1) These bodies:

- (a) Are approved by the Official in Charge of the relevant organization.
- (b) Must not overlap with any Agency Governance Council reserved chartered scope (consult the Office of the Executive Secretariat to determine this).
- (c) Are required to be consistent with NPD/NPR 1400.1 and should follow writing standards in this NAIL.
- (d) Are not required to be posted in NODIS; however, for key bodies that affect many organizations, posting is strongly encouraged.

2. STARTING A NEW CHARTER

a. Many authors of new charters proceed immediately to, and focus on, the *logistics* of the body (membership, meeting/decision making mode, Chair, etc). This is generally the least effective way to quickly define and optimize your body. The most important elements of your body, and its charter, are its **Scope** and **Functions**, as described below. Authors should focus on defining these sections, first generally, and then, for functions, revising and re-revising until the functions are succinct, explicit and unambiguous. Once these are defined, the appropriate minimum, extended/ad-hoc, etc. membership is usually readily defined by what the body specifically is intended to accomplish. Even the **appropriate name** of the body (Council, Board, Committee, Working Group) can be quickly inferred from its functions.

b. If your body will lie within the Agency Governance System, begin by reading the parent Agency Governance Council's charter and decision thresholds in NPD 1000.3 Chapters 3 and 6, to ensure you understand what authorities are reserved by the parent body, and which you are seeking to have delegated.

c. Brevity and specificity are the friends of effective charters (and key tools in timely review and approval). Avoid the temptation to write dissertations; "less is more". Charters resemble legal documents in that they must be internally self-consistent; extraneous text introduces opportunities for ambiguity and confusion. Write the minimum amount needed to meet the objectives for each section as described below.

3. GUIDANCE ON SPECIFIC CHARTER ELEMENTS

Per NPR 1400.1, all charters must follow a prescribed format relative to their structure. As a Procedural Requirement, this structure is not open to revision. The sections below provide guidance on writing *content* within the required structure that will help ensure smooth review and effective charters. They reflect best practices learned from development, review and editing of many subordinate body charters within the Agency Governance System.

Purpose. Within the context of directives requirements, this section refers to the purpose of the *document*, not the purpose of the *governance body*. Authors often misinterpret this context and provide extensive and philosophical background information on the purpose of the governing body, which is both strongly discouraged and can actually undermine the effectiveness of the charter by creating ambiguities and conflicts with much more specific and explicit descriptions of the body in the Scope and Functions sections. This section should be one or two sentences at most and essentially just states that the purpose of the document is to establish a charter.

***Good example:** This document establishes the NASA Program/Project Management Board (PPMB) and sets forth its functions, direction and control, membership, meetings, reporting, duration, records retention, and relationships with other NASA offices and Working Groups.*

***Good example:** This charter reestablishes and expands the Agency Cross-Directorate Federated Board, herein called the Federated Board (FB). This charter supersedes the Administrator's memo dated October 21, 2019, titled "NASA Strategic Alignment", which previously served as the FB charter.*

Applicability/Scope. This section is used to be explicit and specific about what organizations/individuals, and subject matter, are *or are not* within the scope of this governing body (e.g., all NASA organizations, contractors, specific applicability to the JPL prime contract, etc.). It may also be used to help clearly define intent when the scope could conceivably overlap with another governing body (whether a parent Council or another subordinate governing body); see the fourth example below. More succinctly, the section answers the question "where do the boundaries of this body lie?"

Care should be taken to not duplicate specific Functions from Section 5, to avoid ambiguity/confusion. A short, single sentence which reflects the integrated outcome of Section 5 in terms of the body's scope is appropriate; any more should be avoided.

***Good example:** This charter applies to NASA Headquarters and all NASA Centers, including Component Facilities.*

***Good example:** This charter applies to NASA Headquarters and all NASA Centers, including Component Facilities, and the Jet Propulsion Laboratory (a Federally Funded Research and Development Center) as provided in the NASA-Caltech Prime Contract.*

***Good example:** This charter is applicable to NASA Headquarters and NASA Centers. The scope of interest encompasses matters related to small spacecraft and constellations of small spacecraft, from CubeSat to ESPA-class, recognizing their role as a disruptive innovation.*

***Good example:** This Charter is applicable to all mission support functions, as referenced in the membership section (6c), and applies to operations at NASA Headquarters and Centers, component facilities, Technical and Service Support Centers, and management of federally owned assets held at (or*

by) the Jet Propulsion Laboratory. Scope is limited to the extent required to implement the specific functions enumerated in Section 5.

The scope does not include functions otherwise retained by the Mission Support Council (MSC), to authorities delegated by the Administrator to line authorities, or functions delegated by the Executive Council (EC), Agency Program Management Council (APMC) or MSC to other chartered governance bodies.

Authority. This section documents the authority under which the body was created. To save authors from thinking this through, there are only two constructs that should be used, depending on whether the body has been authorized under governance or line authority.

The basic construct, in plain language, is as follows: The NASA Space Act (51 U.S. Code Section 20113) grants NASA the authority to organize and manage itself. NPD 1000.0 sets forth the Agency Strategic Management System on how it will do this. NPD 1000.3 then assigns responsibilities (authorities) to individual organizations (Chapters 4 or 5, should be cited for line authority) or reserves authority from line authority and assigns it to Agency Governance Councils (Chapter 3, should be cited for governance authority).

Note: NPD 1400.1 is not an authorizing policy, and should not be cited in this list.

Use (line authority):

*National Aeronautics and Space Act, as amended, 51 U.S.C. §20113.
NPD 1000.0, NASA Strategic Management Handbook
NPD 1000.3, The NASA Organization with Change, Chapter 4 (or 5)
Any other NPD or NPR which explicitly assigns authority to convene a governing body in this area.*

Use (governance authority):

*National Aeronautics and Space Act, as amended, 51 U.S.C. §20113.
NPD 1000.0, NASA Strategic Management Handbook
NPD 1000.3, The NASA Organization with Change, Chapter 3
(if chartered two or more levels below an Agency Governance Council, cite the intervening bodies' NCs)*

Governing Council Affiliation. This section documents what parent governing body has authorized the body. For bodies within the Agency Governance System, it must be an Agency Governance Council or a subordinate body that flows down from an Agency Council. For bodies chartered under line authority, it is appropriate to write “N/A” if authorized directly by the organization’s Official in Charge, or an internal body if the body is “two or more down” from the OIC (i.e., an internal body subordinate to another internal body).

As noted above, the body’s **Scope** and **Functions** must clearly trace to authorities documented in the parent body’s charter or be clearly derivable from organizational responsibilities assigned in NPD 1000.3 Chapters 4 and 5. Charters within the Agency Governance System should be treated as intentionally restrictive, since the Agency favors line authority whenever possible. E.g., the EC’s scope is not “anything the Administrator (Chair) might conceivably weigh in on within NASA’s scope”, it is “those things explicitly set forth in the EC Charter Section 5 (Functions)”. If no match can be found within the Agency’s governance system, it is a strong indication that the body should be chartered under line authority.

Good example: *The SEC reports to the EC. The SEC shall coordinate with the Communications Coordinating Council (CCC) to ensure alignment with the Agency vision, mission and goals for public and STEM engagement.*

Good example: *The SSCG is aligned to *the Agency Program Management Council.*

Good example: *The SIB aligns to *the Mission Support Council. The following subordinate governance bodies have delegated decision authority and align to the SIB: {Center Facility Utilization Review Boards, enumerated}.*

*Note: While the construct “is aligned to” was allowed in past and recent charters, “reports to” should be preferred as more directly stating the relationship between subordinate and parent body. Consult OES if there is a strong rationale for why “aligns to” must be used.

Functions. The Functions section is the *single most important* part of a charter and is the section which will receive the most intensive review before recommendation to a Chair for approval.

Do not use ambiguous verbs. Verbs in Functions should be explicit and clear about outcomes. The simplest best practice is to limit usage to a small number of “proven” direct action verbs: *decides, approves, recommends, reviews*. If *recommends* is used in a Function, specify to whom (an individual or another governance body). Verbs which are unclear about the degree of authority or finality of the outcome should be strenuously avoided (and will be challenged by OES before recommending for approval), for example: *guides, steers, coordinates, integrates*.

For Councils and Boards, avoid “working verbs”. Councils and Boards are intended to be decisional bodies populated by senior officials, i.e., work happens offline, and final recommendations are brought to the body for decision. Verbs such as *formulates, develops, integrates* etc. imply a “hands on” role inconsistent with the seniority of officials who participate in Councils and Boards, and lack of clarity on the role of the body as a decider/arbitrator vs “doer”. By definition in NPD/NPR 1400.1, Committees and Working Groups are appropriate for “doing” functions.

Limit the number of functions. It is very common for new Charters to be overly ambitious and unrealistic about the scope of activities that can be accomplished within the time available for meetings. Begin with the longer list of everything you might want to do, and then iteratively prune it for activities that are not required, tangential to the primary purpose, or can be done offline or by subordinate bodies. An effective construct is to preface Function statements with *shall* for functions which are always required to occur in board (a sufficiently directive/declarative verb absent a *shall* should also be interpreted as a *shall*), *may* for functions in which the Chair wishes to exercise case-by-case discretion in bringing to board, and *should* for stretch goals (especially for a new body) which you would like to accomplish but are unsure of whether there will be time during eventual operations.

Consult with your Chair on what they wish to reserve for line authority. Within the NASA strategic management system, line authority is generally favored as enabling higher accountability, empowerment and decision velocity. Your Chair should be consulted on what functions they do, or do not, want “boarded”. For example, it is rare for budget Control Account Managers to place their budget decisions within the scope of a governance body.

In the examples below, and for purposes of this NAII only, strong “directive” verbs are highlighted in blue. Use of the word “may” is highlighted in red to delineate between topics which are always required to be dispositioned by the body, rather than at the discretion of the Chair.

Good example: The SIB authority encompasses the following key functions related to Agency institutional, cross-functional, and technical capability assets and infrastructure decisions:

- a. **Reviews** risks and mitigations for the highest risks, as determined by OSI’s Risk Management process, that may impact the Agency’s Mission or multiple stakeholders across Centers or Mission Directorates;
- b. **Reviews** annual status reports for technical capability assets provided by the Capability Portfolio Managers for Aerosciences Evaluation and Test Capabilities (AETC), High End Computing Capability (HECC), Rocket Propulsion Test (RPT) Program Office, and SETMO;
- c. **Recommends** the Agency Master Plan (AMP) for approval by the MSC;
- d. **Recommends** the Centers’ Future Development Concepts (FDC) for approval by the MSC;
- e. **Recommends** changes in Facility Utilization and Real Property Management System (RPMS) status (e.g., Active, Abandoned, Mothballed) to the MSC for facilities, infrastructure, and assets that have been placed on OSI’s divestment list or been designated as abandoned or mothballed by the Center Master Plan (CMP) or AMP;
- f. **Approves** business cases for proposed actions that may divest of or establish new or enhanced capability for Agency institutional, cross functional, and technical capability assets and infrastructure not previously approved in the AMP, CMP, or Capability Portfolio Management (CPM) annual plans; subject to MSC decision authority in NPD 1000.3 regarding exceptional, sensitive, or highly visible NASA funded investment or divestment decisions;
- g. **Approves** business cases for real property lease agreements over 10 years in duration and/or \$10M in total lease payments over the duration of the agreement

Additional topics **may** be brought to the SIB for review, decision, approval or recommendation as is determined appropriate by the Board Chair.

Good example: The EC addresses decisions affecting the Agency's high-level strategy, organization, governance, budget, and stakeholder management; decisions escalated from subordinate bodies per Section 6.1; and topics requested at the Administrator's discretion. Specifically, the EC functions include:

- a. Strategy
 - (1) **Approves** the quadrennial Agency Strategic Plan, including related performance commitments.
 - (2) **Provides** high-level strategic direction on the implementation of the Agency's missions and mission support.
- b. Governance, Organization, and Roles
 - (1) **Decides** the overall structure and alignment of Agency Governance Councils and subordinate bodies.
 - (2) **Creates, monitors, and dissolves** subordinate governance bodies under its direct purview.
 - (3) **May approve** significant reorganizations that have cross-Agency impact.
 - (4) **Approves** Center work assignments escalated from subordinate Agency Governance Councils due to scope or magnitude of impact.
- c. Budget
 - (1) **Approves** the annual budget Strategic Programming Guidance.
 - (2) **May provide** additional strategic planning guidance during off-nominal budget years (for example: compressed development cycles, incremental OMB guidance, and sequestration).
 - (3) **Decides** annual budget issues and overguide requests only above a certain threshold.
 - (4) **Approves** annual budget messaging and integrated budget submission to OMB.
- d. Stakeholder Management
 - (1) **Approves** the Agency's communications external messaging strategy.
 - (2) **Decides** issues that will materially affect Administration or key Congressional priorities.
 - (3) **Decides** issues that will attract significant media or public scrutiny.
 - (4) **Approves** the Agency's STEM Engagement strategy.

Membership. No area of chartering governance bodies receives more anxiety or attention. As noted above, it is strongly recommended to define and refine the Functions *first*, and then assess those functions for who needs to be included, and when, to accomplish the Functions. The answer becomes even more obvious if you have categorized your functions as “shall” vs “may”, e.g. in identifying who needs to be part of a ‘core’ membership vs ad-hoc or extended membership.

Many different constructs are available (core membership, extended membership, ad-hoc, rotating, etc). It is also often beneficial to create flexibility by adding statements such as “the Chair may extend membership / invite others as needed for specific topics”, or “the (body) may convene jointly with the (another body) to address matters of shared interest”.

Governing bodies within NASA are typically much, much larger in membership than benchmarked governing bodies in other public sector, and private sector, organizations; this is a result of NASA’s matrixed organizational structure as well as culture of inclusion. Given that, creating a core membership and extending as/when appropriate is strongly encouraged as an operating model.

When developing membership, be aware that as an FFRDC, JPL (by decision of the EC in 2015) may be invited case by case by Chairs to attend meetings but should not be included as an official member.

The chartering authority should also review the list of [NASA Directives and Standards in the NASA/Caltech \(JPL\) Prime Contract](#), and if specific decisions within the scope of these directives are expected to be made within the governing body, the NASA Office of JPL Management and Oversight (NOJMO) should be consulted and considered for membership.

Good example: See the [Strategic Infrastructure Board Charter, NC 1000.51](#).

Meetings. Organizations have broad flexibility to define how they will implement meetings. This section should communicate how often the body is expected to meet, who will Chair, what the role of the Chair is, and, if the body has decision authority, how decisions will be made (by the Chair based on advice of members, by consensus, by voting, jointly by members as facilitated by the Chair, etc). If the body will have a named Executive Secretary/Manager, their role should be called out.

OES advice is to limit this section to the minimum required. Governance body operations are strongly influenced by the preferences and styles of Chairs, who may and do change. It is better to leave yourself flexibility to adapt to changing needs rather than constrain yourself to have to update the charter in order to document changes to meeting operations and logistics.

Good example: See the [Strategic Infrastructure Board Charter, NC 1000.51](#).

Duration. The most common mode is indefinite or “until amended or cancelled by the (parent body) Chair”, although other models may include a “sunset”, or a “sunset unless renewed” clause.

Good example: The SIB will remain in existence until cancelled by the MSC.

Good example: The Federated Board will remain in existence at the discretion of the Administrator.

Good example: The SSCG shall serve at the discretion of the Associate Administrator indefinitely.

Good example: *Indefinite, but subject to revalidation by the MSC per section 9.d.*

Assessment. This section is intended to document how regular assessment will be conducted to assess the efficacy of the body. NPR 1400.1 provides broad guidance, and Agency Council Charters in NPD 1000.3 Chapter 3 can be consulted for very comprehensive assessment approaches.

OES recommends “signing up for something you know you can commit to” once a year, which is a good amount of run time under a given Chair and Agency operating environment to assess whether the body and its charter need adjustment. OES recommends at minimum the following two elements be included: (1) an assessment by the Executive Secretary/Manager of the body, delivered to the Chair of the body, on whether the body is successfully executing its chartered Functions documented in Section 5, (2) a short summary, delivered to the Chair of the *parent* (authorizing) governance body, of how often the body met and, if a Council or Board, what decisions were made.

Good example: *The MSPMC Council Executive will monitor the full completion and implementation of decisions made within MSPMC.
The MSPMC Chair will provide an annual report and/or informational briefing to the MSC.
The MSC or MSPMC Chairs may request that short informational summaries of key MSPMC decisions to be briefed by the MSPMC Chair to the MSC. Informational summaries will include a synopsis of any dissenting opinions.
The MSC Chair will revalidate the MSPMC Charter every 2-years based in part upon implementation of requirements set forth in the charter, upon the recommendation of the MSPMC Chair, and upon other considerations.*

Good example: *The SIB shall perform routine assessments of the effectiveness of the Board in achieving objectives set forth in this Charter, no less than every two years. To determine the effectiveness, the Executive will evaluate the following and make appropriate recommendations to the SIB Chair on operations of the SIB:
(1) Effectiveness in meeting chartered functions. The SIB Executive will assess the overall effectiveness in conducting the business of the SIB as set forth in this Charter. The SIB Executive will assess whether governance gaps exist which might warrant adjustments to agenda planning or modifications to the charter.
(2) Outcomes. The SIB Executive will track the rate of successful and timely implementation of decisions made in the SIB.
(3) Decision-making focus. The SIB Executive will track the extent of agenda items which are decisional versus non-decisional (i.e., recommendation or review) and compare against external benchmarks.
(4) Effectiveness of the decision-making process. The SIB Executive will monitor the inclusiveness, adequateness of evidentiary support, effectiveness of individual decision processes, and adequacy of decision documentation, as decisions are made, and periodically solicit feedback from participants.*

Records. Identifies who (by role) is responsible for maintenance of the charter and all records generated by the chartered group.

Good example: *The (Federated Board) Executive Secretariat is responsible for the maintenance of this charter and all other records associated with the FB.*

4. OTHER INSTRUCTIONS (Bodies within the Agency Governance System only)

a. Routing. OES will prepare the Action Document Summary (ADS) for A-Suite routing, with the relevant Agency Governance Council Executive preparing the rationale and recommendation for why the Chair should approve a charter, after OES review. Per NPR 1400.1, signatories prior to A-

Suite principals will include the relevant Agency Council Executive, the action officer (author of the Charter), the proposed Chair, the OES Directives Management Team, the OES Governance Team Lead, and the Office of the General Counsel (only if deemed necessary by both OES and OGC).

b. Do not include digital signature blocks in the charter itself; A-Suite routing procedures will capture and document appropriate concurrences.

c. Naming (Councils, Boards, Panels, Committees, Working Groups). NPR 1400.1, Section 3.9 and Appendix A, is explicit about the criteria for naming governance bodies. Councils and Boards are reserved for decisional bodies, and the term “Council” is strongly disfavored below the Agency Governance Council level unless a strong case can be made that the term Board (3.9.c) is insufficient and that the criteria for the term Council (3.9.a) are met. Enforcement of this interpretation has varied over time; currently, these criteria, rather than precedent (existing charters), will be used during review.

d. Consensus-Based Boards. NPR 1400.1 stipulates that “Boards are comprised of senior management tasked to make decisions ... consistent with guiding policy direction and programmatic guidelines provided by a council.” There is nuance to the term “make decisions”; many extant Boards do not have “hard” decision authority (e.g., solely by a Chair) in the Functions section of their Charters, but rather the Chair(s) serve to facilitate consensus among members to adopt mutually agreed upon courses of action. OES has interpreted such “facilitated decision-making” as meeting the intent of NPR 1400.1, and recommended these Boards for Chair approval as substantively consistent with NPR 1400.1. Current examples include the Cross-Directorate Federated Board, Program/Project Management Board, and Enterprise Protection Board.