

zones in eligible countries, including support for the management of terrestrial, coastal, freshwater, and marine protected areas, parks, community conservancies, Indigenous reserves, conservation easements, and biological reserves; and

(B) provide effective area-based conservation measures, consistent with best practices and standards for environmental and social safeguards; and

(6) to coordinate with, consult, and otherwise support and assist, governments, private sector entities, local communities, Indigenous Peoples, and other stakeholders in eligible countries in undertaking biodiversity conservation activities—

(A) to achieve measurable and enduring biodiversity conservation outcomes; and

(B) to improve local security, governance, food security, and economic opportunities.

(c) Plan of Action

(1) In general

Not later than 6 months after the establishment of the Foundation, the Executive Director shall submit for approval from the Board an initial 3-year Plan of Action to implement the purposes of this chapter, including—

(A) a description of the priority actions to be undertaken by the Foundation over the proceeding 3-year period, including a timeline for implementation of such priority actions;

(B) descriptions of the processes and criteria by which—

(i) eligible countries, in which eligible projects may be selected to receive assistance under this chapter, will be identified;

(ii) grant proposals for Foundation activities in eligible countries will be developed, evaluated, and selected; and

(iii) grant implementation will be monitored and evaluated;

(C) the projected staffing and budgetary requirements of the Foundation during the proceeding 3-year period; and

(D) a plan to maximize commitments from private sector entities to fund the Foundation.

(2) Submission

The Executive Director shall submit the initial Plan of Action to the appropriate congressional committees not later than 5 days after the Plan of Action is approved by the Board.

(3) Updates

The Executive Director shall annually update the Plan of Action and submit each such updated plan to the appropriate congressional committees not later than 5 days after the update plan is approved by the Board.

(Pub. L. 118–159, div. E, title LI, § 5102, Dec. 23, 2024, 138 Stat. 2410.)

Editorial Notes

REFERENCES IN TEXT

This chapter, referred to in subsec. (c)(1), was in the original “this title” and was translated as reading “this subtitle”, meaning subtitle A (§§ 5101–5109) of title

LI of div. E of Pub. L. 118–159, Dec. 23, 2024, 138 Stat. 2410, known as the United States Foundation for International Conservation Act of 2024, which is classified generally to this chapter.

§ 10603. Governance of the Foundation

(a) Executive Director

There shall be in the Foundation an Executive Director, who shall—

(1) manage the Foundation; and

(2) report to, and be under the direct authority, of the Board.

(b) Board of Directors

(1) Governance

The Foundation shall be governed by a Board of Directors, which—

(A) shall perform the functions specified to be carried out by the Board under this chapter; and

(B) may prescribe, amend, and repeal by-laws, rules, regulations, and procedures governing the manner in which the business of the Foundation may be conducted and in which the powers granted to it by law may be exercised.

(2) Membership

The Board shall be composed of—

(A) the Secretary, the Administrator of the United States Agency for International Development, the Secretary of the Interior, the Chief of the United States Forest Service, and the head of one other relevant Federal department or agency, as determined by the Secretary, or the Senate-confirmed designees of such officials; and

(B) 8 other individuals, who shall be appointed by the Secretary, in consultation with the members of the Board described in subparagraph (A), the Speaker and Minority Leader of the House of Representatives, and the President Pro Tempore and Minority Leader of the Senate, of whom—

(i) 4 members shall be private-sector donors making financial contributions to the Foundation; and

(ii) 4 members shall be independent experts who, in addition to meeting the qualification requirements described in paragraph (3), represent diverse points of view and diverse geographies, to the maximum extent practicable.

(3) Qualifications

Each member of the Board appointed pursuant to paragraph (2)(B) shall be knowledgeable and experienced in matters relating to—

(A) international development;

(B) protected area management and the conservation of global biodiversity, fish and wildlife, ecosystem restoration, adaptation, and resilience; and

(C) grantmaking in support of international conservation.

(4) Political affiliation

Not more than 5 of the members appointed to the Board pursuant to paragraph (2)(B) may be affiliated with the same political party.

(5) Conflicts of interest

Any individual with business interests, financial holdings, or controlling interests in

any entity that has sought support, or is receiving support, from the Foundation may not be appointed to the Board during the 5-year period immediately preceding such appointment.

(6) Chairperson

The Board shall elect, from among its members, a Chairperson, who shall serve for a 2-year term.

(7) Terms; vacancies

(A) Terms

(i) In general

The term of service of each member of the Board appointed pursuant to paragraph (2)(B) shall be not more than 5 years.

(ii) Initial appointed directors

Of the initial members of the Board appointed pursuant to paragraph (2)(B)—

(I) 4 members, including at least 2 private-sector donors making financial contributions to the Foundation, shall serve for 4 years; and

(II) 4 members shall serve for 5 years, as determined by the Chairperson of the Board.

(B) Vacancies

Any vacancy in the Board—

(i) shall be filled in the manner in which the original appointment was made; and

(ii) shall not affect the power of the remaining appointed members of the Board to execute the duties of the Board.

(8) Quorum

A majority of the current membership of the Board, including the Secretary or the Secretary's designee, shall constitute a quorum for the transaction of Foundation business.

(9) Meetings

(A) In general

The Board shall meet not less frequently than annually at the call of the Chairperson. Such meetings may be in person, virtual, or hybrid.

(B) Initial meeting

Not later than 60 days after the Board is established pursuant to section 10602(a) of this title, the Secretary of State shall convene a meeting of the ex-officio members of the Board and the appointed members of the Board to incorporate the Foundation.

(C) Removal

Any member of the Board appointed pursuant to paragraph (2)(B) who misses 3 consecutive regularly scheduled meetings may be removed by a majority vote of the Board.

(10) Reimbursement of expenses

(A) In general

Members of the Board shall serve without pay, but may be reimbursed for the actual and necessary traveling and subsistence expenses incurred in the performance of the duties of the Foundation.

(B) Limitation

Expenses incurred outside the United States may be reimbursed under this para-

graph if at least 2 members of the Board concurrently incurred such expenses. Such reimbursements—

(i) shall be available exclusively for actual costs incurred by members of the Board up to the published daily per diem rate for lodging, meals, and incidentals; and

(ii) shall not include first-class, business-class, or travel in any class other than economy class or coach class.

(C) Other expenses

All other expenses, including salaries for officers and staff of the Foundation, shall be established by a majority vote of the Board, as proposed by the Executive Director on no less than an annual basis.

(11) Not Federal employees

Appointment as a member of the Board and employment by the Foundation does not constitute employment by, or the holding of an office of, the United States for purposes of any Federal law.

(12) Duties

The Board shall—

(A) establish bylaws for the Foundation in accordance with paragraph (13);

(B) provide overall direction for the activities of the Foundation and establish priority activities;

(C) carry out any other necessary activities of the Foundation;

(D) evaluate the performance of the Executive Director;

(E) take steps to limit the administrative expenses of the Foundation; and

(F) not less frequently than annually, consult and coordinate with stakeholders qualified to provide advice, assistance, and information regarding effective protected and conserved area management.

(13) Bylaws

(A) In general

The bylaws required to be established under paragraph (12)(A) shall include—

(i) the specific duties of the Executive Director;

(ii) policies and procedures for the selection of members of the Board and officers, employees, agents, and contractors of the Foundation;

(iii) policies, including ethical standards, for—

(I) the acceptance, solicitation, and disposition of donations and grants to the Foundation; and

(II) the disposition of assets of the Foundation upon the dissolution of the Foundation;

(iv) policies that subject all implementing partners, employees, fellows, trainees, and other agents of the Foundation (including ex-officio members of the Board and appointed members of the Board) to stringent ethical and conflict of interest standards;

(v) removal and exclusion procedures for implementing partners, employees, fel-

lows, trainees, and other agents of the Foundation (including ex-officio members of the Board and appointed members of the Board) who fail to uphold the ethical and conflict of interest standards established pursuant to clause (iii);

(vi) policies for winding down the activities of the Foundation upon its dissolution, including a plan—

(I) to return unspent appropriations to the Treasury of the United States; and

(II) to donate unspent private and philanthropic contributions to projects that align with the goals and requirements described in section 10606 of this title;

(vii) policies for vetting implementing partners and grantees to ensure the Foundation does not provide grants to for profit entities whose primary objective is activities other than conservation activities; and

(viii) clawback policies and procedures to be incorporated into grant agreements to ensure compliance with the policies referred to in clause (vii).

(B) Requirements

The Board shall ensure that the bylaws of the Foundation and the activities carried out under such bylaws do not—

(i) reflect unfavorably on the ability of the Foundation to carry out activities in a fair and objective manner; or

(ii) compromise, or appear to compromise, the integrity of any governmental agency or program, or any officer or employee employed by, or involved in, a governmental agency or program.

(c) Foundation staff

Officers and employees of the Foundation—

(1) may not be employees of, or hold any office in, the United States Government;

(2) may not serve in the employ of any non-governmental organization, project, or person related to or affiliated with any grantee of the Foundation while employed by the Foundation;

(3) may not receive compensation from any other source for work performed in carrying out the duties of the Foundation while employed by the Foundation; and

(4) should not receive a salary at a rate that is greater than the maximum rate of basic pay authorized for positions at level I of the Executive Schedule under section 5312 of title 5.

(d) Limitation and conflicts of interests

(1) Political participation

The Foundation may not—

(A) lobby for political or policy issues; or

(B) participate or intervene in any political campaign in any country.

(2) Financial interests

As determined by the Board and set forth in the bylaws established pursuant to subsection (b)(13), and consistent with best practices, any member of the Board or officer or employee of the Foundation shall be prohibited from participating, directly or indirectly, in the consideration or determination of any question before the Foundation affecting—

(A) the financial interests of such member of the Board, or officer or employee of the Foundation, not including such member's Foundation expenses and compensation; and

(B) the interests of any corporation, partnership, entity, or organization in which such member of the Board, officer, or employee has any fiduciary obligation or direct or indirect financial interest.

(3) Recusals

Any member of the Board that has a business, financial, or familial interest in an organization or community seeking support from the Foundation shall recuse himself or herself from all deliberations, meetings, and decisions concerning the consideration and decision relating to such support.

(4) Project ineligibility

The Foundation may not provide support to individuals or entities with business, financial, or familial ties to—

(A) a current member of the Board; or

(B) a former member of the Board during the 5-year period immediately following the last day of the former member's term on the Board.

(Pub. L. 118-159, div. E, title LI, §5103, Dec. 23, 2024, 138 Stat. 2412.)

Editorial Notes

REFERENCES IN TEXT

This chapter, referred to in subsec. (b)(1)(A), was in the original "this title" and was translated as reading "this subtitle", meaning subtitle A (§§ 5101-5109) of title LI of div. E of Pub. L. 118-159, Dec. 23, 2024, 138 Stat. 2410, known as the United States Foundation for International Conservation Act of 2024, which is classified generally to this chapter.

§ 10604. Corporate powers and obligations of the Foundation

(a) General authority

(1) In general

The Foundation—

(A) may conduct business in foreign countries;

(B) shall have its principal offices in the Washington, DC, metropolitan area; and

(C) shall continuously maintain a designated agent in Washington, DC, who is authorized to accept notice or service of process on behalf of the Foundation.

(2) Notice and service of process

The serving of notice to, or service of process upon, the agent referred to in paragraph (1)(C), or mailed to the business address of such agent, shall be deemed as service upon, or notice to, the Foundation.

(3) Audits

The Foundation shall be subject to the general audit authority of the Comptroller General of the United States under section 3523 of title 31.

(b) Authorities

In addition to powers explicitly authorized under this chapter, the Foundation, in order to