

U.S. GREEN BUILDING COUNCIL

2013 BOARD OF DIRECTORS ELECTION NOMINATION PACKAGE

Accepting Nominations May 16 – July 16, 2012

OPEN SEATS

Facility Management & Operations

Developer/Real Estate Services

Energy

Public Health/Healthcare

Educator (Post-Secondary)

Site Designer



Nominations for the U.S. Green Building Council (USGBC) Board of Directors election will be accepted from May 16 until July 16, 2012. After the nomination period, the Nominating Working Group (NWG) of the USGBC Governance Committee will evaluate nominees using the general and perspective-specific criteria.

The election will be open September 3 - October 2, 2012.* Voting is conducted online and only employees of USGBC member organizations may vote. USGBC will notify candidates of the election outcome prior to announcing the election results to the public. Newly elected directors will begin their terms on January 1, 2013.

The USGBC Bylaws provide for a Board of Directors comprised of officers, elected and appointed directors, and a President/CEO. We welcome your interest in nominating yourself for one of the six directorships open in this year's election. Before you submit your nominee application, please carefully review the nomination process in addition to the general and perspective-specific criteria, Board's role and responsibilities, and other key policies on pages 13 to 16 in this package.

**Voting may remain open until quorum, equal to 10% of current membership organizations, is reached.*

2013 Nomination and Election Processes

In accordance with USGBC Bylaws, the Board annually approves the policy and procedures by which directors are elected to the Board. The process outlined below has been developed by the 2012 NWG and approved by the Board of Directors.

The self-nomination period will open on May 16, 2012, at which time nominations for the open elected directorships Facility Management & Operations, Developer/Real Estate Services, Energy, Public Health/Healthcare, Education (Post-Secondary) and Site Designer will be accepted. Full applications in PDF format will be available online so nominees can prepare their responses before proceeding to the online tool. We encourage nominees to ensure the accuracy and completeness of their nomination package.

The self-nomination period closes at 5pm PDT on July 16, 2012, after which nominations will not be accepted. USGBC staff and NWG members will review each nomination to verify compliance with the general and perspective-specific criteria.

NWG members will then select the most qualified 2-4 nominees for each seat and submit these nominees to the Executive Committee for approval. Each nominee will be contacted in August by a NWG member regarding his or her status. The election slate will be released to USGBC membership prior to the start of the voting period.

The election will begin on September 3, 2012. Voting will close no earlier than October 2, 2012, and may remain open until quorum, equal to 10% of current membership organizations, is reached.

Candidates serving on USGBC Chapter Boards must resign from such posts if elected to the USGBC Board. The election results will be announced to the membership after the close of the election and after NWG members have notified candidates or attempted to contact them for a period not to exceed seven days.

These USGBC Strategic Goals are the foundation of the nomination criteria:

Sustainable Cities & Communities

Catalyze and lead the building sector's active participation in the movement to achieve sustainable cities and communities.

Climate & Natural Resources

Lead the dramatic reduction and eventual elimination of building construction and operations' contribution to climate change and natural resource depletion.

Green Building Marketplace

Accelerate green building demand, delivery, and accessibility.

Public Policy

Advocate for effective and comprehensive green building policy and codes at all levels of government.

International

Advance green building around the world by developing certification capacity, sharing knowledge, and collaboratively advancing regionally appropriate and effective green building practice and policies.

Organizational Excellence

Leverage USGBC's organizational structure and capacity to support and catalyze the market transformation required to achieve its mission.

Do you meet the general nomination criteria?

The Nominating Working Group will use the general nomination criteria below to evaluate all nominees. Nominees will qualify to run in the election if they meet both the general nomination criteria below and the specific nomination criteria for one of the six directorships open in the election (see pages 7 to 12 of this package for the specific criteria).

Only one representative from any given USGBC member organization may run in the election, and no more than one representative from any given member organization may serve on the USGBC Board of Directors during a fiscal year.

A nominee must:

1. Be an employee of a USGBC member organization that has been a member in good standing for a minimum of one year at the time when the self-nomination period opens (May 16, 2011).
2. Engaged with USGBC at a chapter or national level through participation in a formal or informal committee, working group, task force or initiative within the past three years by the date when the self-nomination period opens (May 16, 2009).
3. If elected to the board, become a member of a USGBC chapter by January 1, 2013.

While it is not a requirement, the Nominating Working Group will give preference to those nominees who work in and/or own a LEED® certified building.

Do you meet the specific nomination criteria for one of the open directorships?

After reviewing the general nomination criteria, the next step is to indicate whether you meet the specific nomination criteria for any one of the six directorships open in the election: Facility Management & Operations, Developer/Real Estate Services, Energy, Public Health/Healthcare, Education (Post-Secondary), and Site Designer. If elected, directors will serve a three-year term; with the exception of Site Designer, which has a term of one year effective January 1, 2013 due to a vacancy.

If you determine that you meet the specific nomination criteria for several directorships, please apply for the directorship for which you have the strongest qualifications. The Nominating Working Group will verify that nominees meet the general and specific nomination criteria.

Facility Management & Operations

Intent: To inform and advise the Board with special relevance to the USGBC strategic goals of Green Building Marketplace, Climate and Natural Resources, Public Policy, and International.

Required Qualifications

- Be a facility or property manager with a minimum of five years of experience in building planning, organizing, and directing a wide variety of service, maintenance, and operational activities with decision-making authority over integration of sustainability principles into facilities management and operations;
- Demonstrate through current examples and for a minimum of three of the last five years a leadership role in championing sustainability integration within your organization's real estate portfolio, and knowledge about LEED for Existing Buildings: Operations & Maintenance Rating System;
- Demonstrate through a minimum of three examples current or recent experience in forging collaborative relationships with professional facilities management organizations and/or in the advocacy of sustainability policies for building codes and federal, state, and local regulations applicable to facilities operations; and
- Demonstrate current and active thought leadership in regional, national or international professional organizations related to this perspective seat, in addition to USGBC, as evidenced by examples of published work, speaking engagements, committee work, awards, other accomplishments and/or recognition.

Developer/Real Estate Services

Intent: To inform and advise the Board with special relevance to the USGBC strategic goals of Sustainable Cities and Communities, Green Building Marketplace, Climate and Natural Resources, and Public Policy.

Required Qualifications

- Be a senior-level manager with a minimum of 5 years of experience at a real estate development company with decision-making control over the integration of sustainability principles into building design and/or development;
- Demonstrate through current examples and for a minimum of three of the last five years a leadership role in the real estate industry in championing sustainable development and green building practices;
- Demonstrate through a minimum of three examples current or recent leadership in real estate development as it relates to the triple bottom line of financial, social, and environmental responsibilities; and
- Demonstrate current and active thought leadership in regional, national or international professional organizations related to this perspective seat, in addition to USGBC, as evidenced by examples of published work, speaking engagements, committee work, awards, other accomplishments and/or recognition.

Energy

Intent: To inform and advise the Board with special relevance to the USGBC strategic goals of Sustainable Cities and Communities, Climate and Natural Resources, Public Policy, and International.

Required Qualifications

- Be a senior-level energy policy or market analyst, consultant, researcher, or forecaster with decision-making responsibilities at the corporate, nonprofit, or government levels associated with the procurement or delivery of energy services, active within the last three years;
- Demonstrate through current examples and for a minimum of three of the last five years leadership experience in the energy sector including a comprehensive and current understanding of energy markets, primary sources (coal, natural gas, hydro, nuclear, wind, solar, municipal waste, biomass, etc.), and a global perspective on utilities generation, transmission, and distribution infrastructure;
- Demonstrate through a minimum of three examples current or recent leadership experience in the creation of programs and/or policies to improve site/source energy demand and consumption, reduce GHG emissions, recognize environmentally beneficial emerging generation technologies, and promote conservation, renewable sources, and reduced environmental and health impacts; and
- Demonstrate current and active thought leadership in regional, national or international professional organizations related to this perspective seat, in addition to USGBC, as evidenced by examples of published work, speaking engagements, committee work, awards, other accomplishments and/or recognition.

Public Health/Healthcare

Intent: To inform and advise the Board with special relevance to the USGBC strategic goals of Sustainable Cities and Communities, Climate and Natural Resources, Public Policy and International.

Required Qualifications:

- Be a medical, public health, environmental health or health, safety and environment executive with a minimum five years of leadership experience;
- Demonstrate through current examples and for a minimum of three of the last five years national or international policy development and implementation leadership experience associated with the human health consequences of the built environment;
- Demonstrate through a minimum of three examples current or recent leadership experience in forging collaborative relationships with other health related organizations to achieve larger common goals at the intersection of the built environment and human health; and
- Demonstrate current and active thought leadership in regional, national or international professional organizations related to this perspective seat, as evidenced by examples of published work, speaking engagements, committee work, awards, other accomplishments and/or recognition.

Education (Post-Secondary)

Intent: To inform and advise the Board with special relevance to the USGBC strategic goals of Sustainable Cities and Communities, Green Building Marketplace, Public Policy, and International.

Required Qualifications

- Be a teacher, professor, or administrator currently working in a leadership and decision-making role for a public or private educational institution at the post-secondary level with a minimum five years of leadership experience, active within the last three years;
- Demonstrate through current examples and for a minimum of three of the last five years a leadership role in developing campus or sector-wide curricula, facilities and/or operational strategies or policies that advance knowledge, research and implementation of green building design, construction and operational performance and associated benefits and costs;
- Demonstrate through a minimum of three examples current or recent leadership experience in forging collaborative relationships with other post-secondary state, national or international educational institutions or professional organizations to achieve larger common goals focused on the role of higher education to advance, for example, green building, sustainable development, climate change and public health and business case initiatives through education, research and policy; and
- Demonstrate current and active thought leadership in regional, national or international professional organizations related to this perspective seat, as evidenced by examples of published work, speaking engagements, committee work, awards, other accomplishments and/or recognition.

Site Designer (One-Year Term)

Intent: To inform and advise the Board with special relevance to the USGBC strategic goals of Sustainable Cities and Communities, Climate and Natural Resources, and Green Building Marketplace.

Required Qualifications

- Be a civil engineer, landscape architect or designer, site planner, urban designer, town or urban planner, or horticulturist who has supervisory responsibility and decision-making control over the integration of sustainability requirements into the design, construction, and maintenance of sites;
- Have a minimum of three years of experience working in a principal role on LEED certified projects and/or in site restoration, remediation, and regenerative design; and
- Is currently a member of a local, regional, or national professional organization associated with the design, construction, and maintenance of sites.

Background Information on Site Designer Seat

The Site Designer seat was filled by election in 2011 and subsequently vacated by resignation. The Board filled the second year of the three-year term by appointment in 2012, and the seat is now open to be filled by election for its third year in 2013, in accordance with the Bylaws.

Board of Directors Roles and Responsibilities

Position Summary

The role of the Board of Directors is to set and approve the strategic direction of USGBC and to establish and authorize the broad policies that govern its actions. In advancing that role – and to carry out its fiduciary obligations – the board has general oversight responsibility with respect to strategic and generative plans, policies, and decisions to ensure they are consistent with USGBC’s Mission, Vision, and Guiding Principles.

Key Responsibilities of the Board of Directors

- Articulate and uphold the mission, vision, and values of USGBC.
- Authorize the policies and procedures to carry out the mission of USGBC.
- Generally oversee the affairs of USGBC and delegate certain specific authority and responsibility to the Executive Committee.
- Continuously assess the general effectiveness of USGBC’s priority work in the achievement of its mission.
- Collaborate with USGBC’s committees and staff to develop and authorize strategic goals and initiatives for the purpose of advancing USGBC’s mission.
- Engage in generative dialogue for the purpose of addressing threats to and leveraging opportunities to advance USGBC’s mission.
- Select, hire, support, redirect and, if necessary, remove the chief executive and assess his or her effectiveness at least annually.
- Take the necessary steps to meet the fiduciary responsibilities of the Board.
- Provide appropriate financial oversight, including approving USGBC’s annual budget and work plan.
- Enhance the organization’s public standing.
- Adopt a policy on conflicts of interests.
- Take such actions as are required by law to protect USGBC’s legal and ethical integrity.
- Elect USGBC’s Board Chair, Chair-elect, Secretary, and Treasurer.
- Recruit and orient new Board members and assess Board performance annually.

Responsibilities of Individual Directors

- Know USGBC's mission, vision, guiding principles, strategic goals, and policies.
- Remain in good standing as an individual representative of a USGBC member organization and maintain the organization's membership in good standing.
- Undertake special assignments and serve on committees, including in leadership positions, as requested or, where appropriate, by his or her initiative.
- Read and understand USGBC's financial statements – or responsible summaries thereof – and help the board fulfill its fiduciary responsibility.
- Abide by USGBC's code of conduct and confidentiality, conflict of interest, antitrust, and anti-harassment policies [the latter three are provided in full or summarized in this package].
- Help recruit new members for USGBC.
- Help bring significant new resources (financial or otherwise) to the work of USGBC.
- Prepare for and actively participate in Board meetings.
- Speak on behalf of the Board or USGBC only when authorized to do so.

USGBC Board Code of Conduct (Summarized)

USGBC has adopted a Code of Conduct which sets forth both affirmative obligations as well as prohibitions expected of its board members. All Board members are, for instance, required to deal fairly with USGBC stakeholders, prepare for meetings, closely guard confidential information, and comply with USGBC policies and governing documents. Further, the Code of Conduct requires Board members to avoid activities and situations that actually, potentially, or apparently conflict with USGBC's interests ("conflicts") or which otherwise interfere with their duty to serve USGBC with undivided loyalty. Among the most significant "conflicts" issues which are prohibited to Board members are the following:

1. having a direct financial or close personal interest in a company, service or product that could be affected (in a positive or negative manner) by a decision of a board, committee or other USGBC governing body on which the Leader serves,
2. revealing or misusing confidential information,
3. participating in a transaction where USGBC's resources are transferred to an individual solely by virtue of the individual's relationship with USGBC and without regard to accomplishing USGBC's purposes ("private inurement"),
4. exploiting opportunities for personal or private benefit that could otherwise benefit USGBC, and
5. taking direct action on behalf of USGBC that may result in material personal or private benefit or that may result in a material adverse impact to a personal or private competitor.

By far the most recurring issue faced by Board members is the issue of whether involvement in educational activities is curtailed by USGBC's Code of Conduct (namely, whether it constitutes exploiting an opportunity that is rightfully USGBC's.) The Code of Conduct specifically addresses conflicts posed by offering education, stating first an affirmative obligation of Board members to

- a. promote and use existing USGBC educational materials and programs;
- b. develop programs so as to complement, and not substitute for, USGBC programs;
- c. offer education and trainings that complement those being offered by USGBC;
and
- d. not misrepresent their affiliation with USGBC for personal gain.

The Code goes on to provide that a Board member must utilize USGBC Education materials when offering education or training directly relating to the LEED® Rating System. However, to the extent that USGBC has no education or training on a particular topic, a Board member's education or training on that topic is permitted (and encouraged), as it is not considered competitive. USGBC understands that these obligations and restrictions are nuanced, and will make available guidance regarding permissible activity in the field of education from time to time and on request.

USGBC Anti-Trust Compliance Statement

Organizations such as USGBC may engage in a number of educational activities for its members and the public. For example, USGBC may collect or distribute to industry participants, customers, and the public information about green building products or services. However, since organizations like USGBC involve interaction and communications between competitors, they also are subject to scrutiny under the antitrust laws. It is the policy of USGBC to comply fully with the antitrust laws. To avoid creating any issues under the antitrust laws, the members of USGBC should not engage in any discussions or agreements concerning the following topics either in formal meetings or informal social gatherings:

1. Prices, price changes, price quotations, bids, pricing policies, pricing philosophies, price levels, price differentials, mark-ups, discounts, or allowances;
2. Any element of price, including credit, warranties, or other terms and conditions of sale;
3. Output, production, profits or costs;
4. The customers to whom a company sells;
5. The territories in which a company sells;
6. The amount that a company pays for goods or services;
7. The selection, rejection or termination of customers or suppliers;
8. Business plans or strategies;
9. Restrictions on the development or use of technology; or
10. Exchange of any competitive information.

USGBC Anti-Harassment Policy (Summarized)

All USGBC staff, whether paid employees or volunteers, deserve to be treated with dignity and respect by members of the Board of Directors. As such, USGBC is committed to providing an environment that is free from harassment, intimidation, and coercion based on or related to an individual's race, color, gender, religion, national origin (including ancestry), age, disability, veteran status, marital or familial status, sexual orientation, gender identity or expression, genetic information, political affiliation, personal appearance, matriculation or any other classification protected by applicable law. Any violation of the Anti-Harassment Policy will be dealt with promptly and appropriately. Any board member who engages in such improper conduct will be subject to disciplinary action through the disciplinary process created by the board, up to and including removal from the Board. Improper harassment may include, but is not limited to: offensive or abusive physical contact; use of offensive nicknames, jokes, or terms of endearment; unwelcome comments about a person's clothing, body, appearance, or personal life; and use of USGBC's email or internet system to retrieve or transmit offensive or harassing messages.