

U.S. GREEN BUILDING COUNCIL

**BOARD OF DIRECTORS
ELECTION NOMINATION
PACKAGE**

Accepting Nominations
July 20 – August 18, 2011



WELCOME

Nominations for the U.S. Green Building Council (USGBC) Board of Directors election will be accepted from 8am PDT on July 20 until 5pm PDT on August 18, 2011. 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 October 3 – November 1, 2011. Voting will be 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, 2012.

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 five open directorships this year. Before you submit your nominee application, please carefully review the nomination package in addition to the general and perspective-specific criteria, Board's role and responsibilities, and key policies on pages 5 to 11 in this package.

We encourage nominees to ensure the accuracy and completeness of their nomination application as responses will be published as written.

2012 Nomination Process

In accordance with USGBC Bylaws, the Board approves the policy and procedures by which directors are elected to the Board. The process outlined below has been developed by the 2011 NWG and approved by the Board of Directors.

The self-nomination period closes at 5pm PDT on August 18, 2011, after which nominations will not be accepted. USGBC staff and NWG members will review each nomination to verify compliance with the general criteria.

NWG members will then select the most qualified two to four nominees for each seat and submit their recommendations to the Executive Committee for approval. Each nominee will be contacted in September 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 October 3, 2011 and be open for thirty days in accordance with the USGBC Bylaws. Voting will close no earlier than November 1, 2011, and if necessary may remain open until quorum, equal to 10% of current membership organizations, is reached.

USGBC Board members may not also serve as USGBC Chapter Board members. Successful candidates must resign from their positions on USGBC Chapter Boards prior to January 1, 2012 when their USGBC Board term begins. 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 NWG will use the general nomination criteria below to evaluate all nominees. Only one representative from a given USGBC member organization may run in the election, and no more than one representative from a given member organization may serve on the USGBC Board of Directors during a fiscal year.

Nominees 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.
2. Have served on a USGBC national committee* or working group, or on a USGBC Chapter board or committee, within the past three years by the date when the self-nomination period opens.
3. If elected to the board, be a member of a USGBC chapter by January 1, 2012**.

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

*“Committee” is defined as a permanent committee established by an organization’s board or executive committee (e.g., governance committee, finance committee, membership committee, program committee, etc.), not a short-term task force or working group.

**Beginning with the election of the 2013 USGBC Board of Directors, the general nomination criteria will incorporate more robust chapter involvement criteria, including requiring that a nominee be a USGBC chapter or affiliate member for at least one year by the time the nomination period opens.

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

Please review the specific nomination criteria below for the five open seats in the election: Designer of Buildings, Urban/Regional Planner, Environmental Nonprofit Advocate, Public Health/Healthcare, and Large-Scale Manufacturer. If elected to any one of these seats, directors will serve a three-year term.

Designer of Buildings

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

Required Qualifications

- Be a practicing architect, architectural designer, interior designer or building design engineer (electrical, mechanical, structural) actively involved in the design of buildings;
- Demonstrate through a minimum of three examples an applied depth of knowledge about the integrated design process and the life cycle of green buildings through examples of designed and constructed projects, with preference given for constructed projects;
- Have the LEED AP with specialty credential, and demonstrate current status of required courses;
- Demonstrate current work experience within the last five years spent working in a principal role[†] on a minimum of one certified and four registered LEED® projects, with preference given to projects that have achieved LEED platinum or gold certification; 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.

[†] “Principal role” is defined as having a leadership or supervisory role with decision-making authority and active engagement throughout the duration of the LEED projects.

Urban/Regional Planner

Intent: To inform and advise the Board with special relevance to the USGBC strategic goals of Sustainable Cities and Communities, Public Policy and Organizational Excellence.

Required Qualifications

- Be a practicing urban/regional planner actively involved in integrative, restorative and systems-oriented planning;

- Demonstrate through a minimum of three examples an applied depth of knowledge about green infrastructure, culturally affirming economic/community development and affordability, multi-modal transportation, urban density, and/or open space preservation;
- Have the LEED AP credential, with a preference for specialty in LEED for Neighborhood Development, and demonstrate current status of required courses,
- Demonstrate current work experience within the last five years working in a principal role[†] on urban/regional planning projects, including a minimum of one LEED for Neighborhood Development registered or certified project, with preference given to projects that have achieved LEED platinum or gold certification; 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.

[†] “Principal role” is defined as having a leadership or supervisory role with decision-making authority and active engagement throughout the duration of the LEED projects.

Environmental Nonprofit Advocate

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

Required Qualifications

- Be an executive-level staff of an environmental non-profit advocacy organization with a minimum of three of the last five years regional, national and/or international experience;
- Demonstrate through examples a depth of knowledge and experience in both environmental and philanthropic issues;
- Demonstrate through examples an understanding of green building and sustainability issues;
- Demonstrate through examples experience in forging collaborative relationships with other non-profits to achieve larger common goals through advocacy and philanthropic means; 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 an active 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 experience associated with the human health consequences of the built environment.
- Demonstrate through a minimum of three examples 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.

Large-Scale Manufacturer

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

Required Qualifications

- Be a senior-level executive for a minimum of five years employed by a large-scale manufacturer with annual sales of at least \$1 billion, whose products contribute to transforming the marketplace for green buildings and communities;
- Provide verification that the corporation has a current environmental and/or sustainability policy. Preference will be given for corporations that have achieved ISO 14001 certification, or other internationally recognized environmental management certification, for all manufacturing facilities owned for at least three years.
- Demonstrate through a minimum of three examples initiatives, policies or activities that demonstrate an understanding and application of green building and sustainability issues;
- 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.

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 Conflict of Interest Policy (Summarized)

Leaders must avoid activities and situations that actually, potentially, or apparently conflict with USGBC’s interests or interfere with the role models’ duty to serve USGBC with undivided loyalty (“conflicts”). Conflicts include: (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) accepting or offering substantial gifts, excessive entertainment, favors, or payments that may reasonably be construed to constitute undue or otherwise improper influence, (4) breaching any fiduciary duty owed to USGBC, (5) participating in any private inurement transactions, which include transactions 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, (6) exploiting opportunities for personal or private benefit that could otherwise benefit USGBC, and (7) 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.

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.