



Canada
Green
Building
Council

Conseil du
Bâtiment
Durable du
Canada

2023 Board of Directors Nominations Package

TIMELINE FOR THE 2023 ELECTION

Nominations Period: February 6 – March 3, 2023

Online Voting Period: April 3 – April 28, 2023

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About the Canada Green Building Council

The Canada Green Building Council (CAGBC) supports and champions green buildings in Canada. CAGBC offers services, standards and programs that help the building sector to develop, design, construct and operate buildings that are better for people, business and the planet. By working collaboratively with our members, industry and government stakeholders, we are building our way forward to a sustainable and low-carbon future.

Together with our membership of over a thousand companies and industry organizations, and close to 14,000 building sector professionals, CAGBC is making excellent inroads toward minimizing the environmental impacts from building construction, operation and retrofit.

CAGBC supports the building sector by advocating for green building policies with all levels of governments, supporting the private sector to implement solutions, and setting and verifying performance standards across Canada. As a result of this work, our training programs and the commitment of our members, thousands of commercial, government, institutional and residential buildings have been constructed or retrofitted to green building standards.

Board of Directors

The CAGBC is governed by a Board of Directors whose members represent key building industry sectors across the country. The organization relies on its elected Board and the time, commitment and passion of its members and volunteers to advance and achieve its objectives.

Seats Open for Election

There are four (4) seats open for election in 2023:

Board Seats Open for Election	Term
Government & Policy <i>Federal, provincial, or local government agencies or departments responsible for setting and/or implementing policy, and/or overseeing government building portfolios.</i>	3-year
Professional Firms (Engineering/Surveying) <i>Firms offering professional services. (i.e., engineering and architecture.) In 2023, the seat assigned to an engineering professional is open for election.</i>	3-year
Academia & Research <i>Academic and research institutions (i.e., universities, colleges, institutes).</i>	3-year
Commercial Real Estate Owners & Developers <i>Organizations with vested financial interest in buildings as owners or developers. In 2023, the seat assigned to commercial building asset managers is open for election.</i>	3-year

Nominations and Election Process

The Nominations period will be open from **February 6, 2023, to March 3, 2023**. The Nominations Committee reviews all submissions to confirm competencies, and to ensure they meet the nominating criteria and the eligibility requirements identified in the CAGBC Bylaws. The Nominations Committee prepares a slate comprised of the most qualified candidates and may acclaim seats or include more than one candidate for each seat. All candidates are contacted in March regarding the status of their submission.

The election will begin on **April 3, 2023** and will remain open until **April 28, 2023**. Voting will be conducted electronically. When the ballot opens, the main contact¹ for each member organization of the CAGBC will receive an email notice with a link to the ballot. As per CAGBC's bylaws, each member organization in good standing is eligible to one vote. Directors elected in such manner will be ratified by Ordinary Resolution at the Annual General Meeting on **June 22, 2023**.

Nominating Criteria

The Nominations Committee will use the nominating criteria listed below to evaluate all nominees. Please note that no more than one representative from a member organization may stand for election or serve as a member of the Board of Directors at a given time.

CAGBC's strength is its members and stakeholders, and their passion for sustainability. We are committed to Board diversity and inclusion and encourage qualified professionals from all backgrounds to apply.

1. CAGBC Bylaws stipulate, among other things, that a person is eligible to be a Director if they are a duly authorized employee or a director of an organization which has been accepted as a voting member of the Canada Green Building Council and is in good standing;
2. All applicants must be affiliated with organizations that are members in good standing and meet the Seat requirements as described in Seats Open for Election section.

3. General Criteria

- **Commitment to CAGBC vision, mission and values:** Demonstrate commitment to the vision, mission, and values of CAGBC, and a willingness to actively participate, collaborate, and contribute time in support of CAGBC's goals and the work of the Board, including Board development.
- **Executive Leader:** Be a professional holding a leadership/executive position in an organization in the building sector, government, academia or not-for-profit sector.

¹ It is the responsibility of each member organization to verify or update main contact information and to ensure that their membership dues are up to date. To view or update the main contact for your organization, please visit www.cagbc.org and login to your account.

- **Knowledge and appreciation of green building and/or sustainability issues:** Have in-depth knowledge or expertise in an area of the building sector, sustainability research or policy, and the ability to communicate it at the Board level.
- **Active participation/ involvement in the green building industry:** Prior participation in CAGBC activities and/or the green building industry.
- **National or significant regional presence:** Be a representative of a member organization with national or significant regional presence.

4. Desirable Board Competencies

Please note: Directors are not required to have all these competencies, but experience in at least two of the areas below is necessary.

- **Advocacy:** Policy and strategy development, professional relationships, and stakeholder engagement.
- **Strategic Planning:** Strategic planning process/experience; performance measurement.
- **Business Strategy & Execution:** Not-for-Profit or corporate business strategy development and execution.
- **Risk Management:** Risk identification and mitigation (including business, organizational and financial risks).
- **Finance and Accounting:** Budget review and, approval, reserve allocation, investment decisions; financial audits; internal controls, risk assessment.
- **Governance:** Board governance, decision-making and strategy; Board development (recruitment, assessment, succession); internal policies; Board experience.
- **Human Resources:** Executive performance and compensation; Succession planning for C Level executives, HR strategy and planning.

Application Process and Submission Guidelines

Individuals who meet the nominating criteria are asked to complete the [Statement of Qualifications and Interest form](#) on the CAGBC website on or before **March 3, 2023** (11:59 PM, PST).

The Statement of Qualifications and Interest form must be accompanied by a link to a:

- A curriculum vitae (CV will not be published on website)
- A short bio and current jpeg bio photo (medium to large resolution)

Nominations from the membership at large as per process identified in the Canada Not-for-Profit Corporations Act must also be received on or before **March 3, 2023**.

Election Results

The results of the election will be announced on the CAGBC website after the close of the election period and after candidates have been notified of the election results. Newly elected Directors will be approved by Ordinary Resolution at the Annual General Meeting and begin their term on June 22, 2023.

CAGBC Board of Directors Purpose and Authority

The role of the Board of Directors is to govern, supervise and direct all activities and affairs of the Canada Green Building Council (“Council”) in accordance with the Council’s Bylaws, the Canada Not-for-Profit Corporations Act and applicable law. The Board of Directors operates by delegating to the President & CEO, any of its Board committees or Officers, certain powers, duties and authority, which may lawfully be delegated.

Responsibilities of the Board of Directors

The Board’s main responsibilities fall into the following categories: governance and compliance; strategic planning and evaluation; financial and risk management; and human resources.

Governance and Compliance

- Maintain the legal status of the Council and ensure it operates according to the law and within the framework of its mission. Ensure governing documents of the Council, including the Bylaws and policies, are followed and reviewed regularly for accuracy, compliance and strategic focus.
- Maintain a governance structure suitable to achieve the Council’s mission and regularly review the role, responsibilities and authority of Board committees.
- Ensure there is a robust and effective process for evaluating the performance of the Board, committees and Directors annually.
- Adopt a Board development model to build Board capacity, to improve on Board effectiveness and to optimize the potential of the Council.
- Adopt and regularly review a succession plan for Board and Committee positions.
- Elect the Council’s Chair, Vice Chair(s), Treasurer and Secretary.

Strategic Planning and Evaluation

- Determine the Council’s mission and purpose.
- Oversee the Council’s strategic direction and approve organizational goals, objectives and priorities as part of the annual strategic planning process.
- Review the Council’s progress towards achieving the objectives set in the strategic plan.

Financial and Risk Management

- Review and approve an annual budget for the Council and regularly monitor financial performance over the course of the year to ensure financial viability of the Council.
- Review and approve contracts, expenditures and contractual obligations that exceed the delegated authorization level of the President & CEO.
- Ensure a financial audit is carried out annually and that a financial auditor is appointed by members at the Annual General Meeting.
- Review and approve the Council’s annual audited financial statements for presentation to the membership at the Annual General Meeting.

- Ensure the implementation of appropriate systems of internal control; identify and make recommendations to mitigate significant business risk.

Human Resources

- Hire the President & CEO and ensure there is a robust and effective process for setting objectives and evaluating his/her performance annually.
- Develop and approve a compensation plan for the President & CEO.
- Establish and maintain a succession plan for the President & CEO and other “C Level” executive positions.

Board Composition

The Board of Directors consists of 12 elected Directors.

Evaluation

Assessments of the Board, committees and individual directors are conducted annually. Assessment processes are reviewed annually by the Governance Committee.

Responsibilities and Expectations of Individual Board Members

- Understand the responsibilities and liabilities of directors and officers prescribed under the Canada Not-for-profit Corporations Act (NFP Act).
- Understand that directors have a fiduciary duty to the organization, which requires them to exercise their powers in the best interest of the organization.
- Notify the Council of any changes in employment as it may affect director eligibility.
- Understand the Council’s mission and strategic direction and be knowledgeable about the Council’s business areas to effectively contribute to the work of the Board.
- Abide by the Council’s conflict of interest and confidentiality policies and any other policies related to Board member conduct approved by the Board of Directors.
- Understand the work of the Council and serve as an ambassador at events and/or meetings.
- Help secure stakeholder support and appreciation for the Council’s vision, mission, and activities, and identify and support the development of CAGBC efforts with other organizations.
- Represent a sector of the building industry or an associated industry and ensure the perspectives of this sector are represented in the Board discussions during a Director’s term.
- Attend, prepare and actively participate in all Board meetings. Directors are expected to attend all meetings of the Board and must give notice to the Board Chair in advance of the meeting if they are not able to attend.
- Serve and actively participate in Board committees as assigned by the Board. Board committees provide much needed expertise to advance Council goals, objectives and programs.

Board & Committee Meetings

The Board meets four times per year and attendance is mandatory. Directors receive an honorarium to offset travel expenses to attend these meetings.

- **Commitment to attend all meetings is a must.** Board meetings schedule:
 - **2023 June Board meeting:** June 22, 2023 (Virtual)
 - **2023 October Board meeting:** October 5, 2023 (In-person, Toronto)
 - **2023 December Board meeting:** December 7, 2023 (Virtual)
 - **2024 April Board meeting:** TBD (In-Person)
- Virtual meetings run approximately three hours and in-person meetings take all day.
- Preparation time is required to read the Board package and put thought into key strategic issues.
- Every Director is expected to serve on a Board committee. Committees provide much needed expertise to advance the goals, strategies and programs of the Council. Time commitments vary based on committee objectives and purpose. Staff support the work of the committees.

Questions?

If you are interested in standing for election, please contact us to review nominating criteria and eligibility requirements or for further information on Board responsibilities and expectations.

By email: governance@cagbc.org
Toll free: 1.866.941.1184 ext. 1064