



USGBC South Florida
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USGBC South Florida Chapter Conflict of Interest Policy

All US Green Building Council South Florida Chapter (hereinafter "Chapter") Board members must sign and agree to abide by this policy when they become elected or appointed and annually thereafter.

The Chapter's Executive Director will disseminate an Acknowledgement of Receipt of and Agreement to Terms of USGBC South Florida Chapter Conflict of Interest Policy at the first Board meeting following the appointment of Officers.

The signing of the aforementioned document serves as acknowledgment that each Board member has been furnished with a copy of the Conflict of Interest Policy of the USGBC South Florida Chapter, that he/she has read and understands the policy, and that he/she agrees to abide by and be bound by its terms:

Intent

This policy is designed to ensure that all Officers, Directors, committee members and other persons (hereinafter "Leaders") serving in a leadership capacity of, for or on behalf of the Chapter exercise good judgment in dealing with conflicts that could undermine the best interests of the Chapter and the US Green Building Council ("USGBC")..

Definition

This policy applies to the Chapter and its governing Board, as well as any committees created by the Chapter.

Policy

Leaders must avoid and minimize activities and situations that actually, potentially or apparently conflict with the Chapter's interests or interfere with the Leaders' duty to serve the Chapter with undivided loyalty ("conflicts"). Conflicts include:

- 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 Chapter governing body on which the Leader serves.
- Serving as a partner, director, officer or trustee of another entity that has an interest in a transaction with the Chapter.
- Serving in a decision-making position in a related 501(c)(6) organization, including serving on a Board of such an organization.
- Revealing or misusing confidential information.

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- Accepting or offering substantial gifts, excessive entertainment, favors or payments that may reasonably be construed to constitute undue or otherwise improper influence.
- Breaching any fiduciary duty owed to the Chapter.
- Participating in any private inurement transactions, which include transactions where the Chapter's resources are transferred to an individual solely by virtue of the individual's relationship with the Chapter and without regard to accomplishing the Chapter's purposes.
- Exploiting opportunities for personal or private benefit that could otherwise benefit the Chapter.
- Taking direct action on behalf of the Chapter that may result in material personal or private benefit or that may result in a material adverse impact to a personal or private competitor.
- Competing with the Chapter.
- Participating in transactions where an 'insider' receives economic benefits from the Chapter greater than the value of the consideration received by the Chapter.

Leaders stand in a fiduciary relation to the Chapter and their fiduciary responsibilities are to perform their duties, including their duties as members of a committee, in good faith, in a manner reasonably believed to be in the best interests of the Chapter, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances.

Conflicts are not inherently improper; however, Leaders must be conscious of conflicts and act with candor and care in dealing with such situations.

Practice and Procedure

I. Disclosure

Leaders must disclose all conflicts of interest to the entire committee or Chapter as described above (if not previously disclosed) and at any other time immediately following discovery of a conflict, including conflicts related to any item included in any meeting agenda. Disclosures must be written and must include sufficient detail so as to allow a complete and objective assessment of the conflict. (Note: Disclosures can be separate written documents attached to the official meeting minutes or can be made verbally and included in the official meeting minutes.)

The committee Chair or Chapter (or a conflicts committee) is required to review each disclosure immediately and determine whether the interest disclosed results in an actual conflict within a specified time frame.

The Chapter, as part of the review process mentioned above, should determine the scope of the conflict and limit the restrictions imposed on the Leader in appropriate circumstances.

The Chapter must, as part of its annual reports to USGBC, verify that it has adopted and is enforcing this Conflict of Interest Policy. Verification is a requirement of USGBC policy.

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II. Conduct

After a Leader discloses a conflict, the Leader may not participate in any voting related to the conflict, but may participate in discussions or answer questions at the discretion of the committee chair or Chapter Board .

Example 1: A Leader serves on a committee addressing indoor air quality standards for the LEED Green Building Rating System and also on the Chapter's Board. The Leader, in addition to his affiliation with the Chapter, is employed by a company that manufactures a product that is designed to improve indoor air quality. Recognizing the potential for a conflict, the Leader discloses his employment and agrees to conduct his activities in accordance with this policy. He should be encouraged to continue serving on the committee and offering his unique insights into indoor air quality standards, whether or not such insights benefit his employer or adversely affect his employer's competitors. However, he should abstain from voting on indoor air quality standards in the committee. He should also abstain from voting on indoor air quality standards at the Board level. He should not abstain from voting on matters that do not directly or predominantly involve air quality standards, such as the complete LEED Green Building Rating System.

Example 2: The Chapter oversees a grant that is intended to stimulate environmentally advanced architectural practices. As part of this oversight, the Board is tasked with awarding a portion of the grant funds to a qualified architect to develop model architectural practices. The Board believes that a Leader serving on the Chapter's Board of Directors is the most qualified candidate for the position. Recognizing that its award of grant funds to the Leader is not an actual conflict unless the Leader is provided payment in excess of the value provided, staff should research a reasonable, fair market value for the work to be performed by the Leader. The Board should then use this research to establish the amount of grant funds to be awarded to the Leader. Upon notification of the award, the Leader should disclose his interest in these funds to the Chapter Chair and thereafter abstain from making motions, voting, executing agreements or taking any other similar direct action on behalf of the Chapter on matters that directly or predominantly involve the grant or any of the Leader's activities that are funded by the grant.

Example 3: A developer contacts the Board in search of an environmental consultant for his project. Based on the nature of experience sought by the developer, the Board believes that one or more Leaders or members of the Board may be qualified to perform the work. Because of concerns that members will perceive a conflict if the developer is only given the name of a Leader, the Board broadcasts the opportunity to all members by posting the solicitation on the Chapter's website. A Leader responds to the solicitation and subsequently enters into a consulting contract with the developer. Immediately after entering into the contract, the Leader should disclose this relationship to the Chapter or Chair.

III. Documentation

All conflict disclosures and actions taken by the committee chairs or the Board of Directors in connection with such disclosures must be noted for the record in the minutes of the then-current meeting of such group. The group may summarize and catalog conflict situations from time to time for reference purposes.

IV. Availability

Copies of this policy are available to all Leaders and to members of the Chapter, and may be secured from the Chapter's Executive Director. As new Leaders are created, they will be provided copies of this policy and be required to sign the aforementioned Acknowledgement of Receipt of and Agreement to Terms of USGBC South Florida Chapter Conflict of Interest Policy. The Executive Director will also safeguard and make available for administrative purposes the signed originals of the latter document.

V. Disciplinary Action

If the Chapter Board receives a complaint about a conflict of interest that has not been appropriately disclosed and handled at the committee or at the Chapter governing body level, the Leader may be asked to speak with the Chapter Board (or a conflicts committee) leader to resolve the issue. If the complaint continues, the issue will be written up and forwarded to the Chapter governing body designated to determine if organizational guidelines have been breached and how the issue might be resolved. In instances where a breach of this conflict policy has been identified, the person with the conflict may be required to undo the transaction or to return any profits to the Chapter.

If the Chapter Board receives a complaint about a conflict of interest that has not been appropriately disclosed and handled at the committee or at the Chapter governing body level, the Leader with the potentially adverse business interest or conflict will be asked to speak with the Chapter Board (or a conflicts committee) to determine remedial steps necessary to eliminate the conflict of interest. If the complaint continues and corrective actions are not taken by the Board member deemed to be holder of the conflict of interest, then the holder of the conflict of interest shall be deemed to have automatically submitted his or her resignation from the Board of Directors. In such a case, the non-interested members of the Board of Directors shall determine whether to accept the resignation of the holder of the conflict of interest. In all such cases, the issue and applicable actions will be documented in writing in the minutes of the Board. In instances where a breach of the Chapter's Conflict of Interest Policy has been identified, the person with the conflict may be required to undo the transaction and/or return any profits to the Chapter.

If a member of the Chapter has reasonable cause to believe that Leader of the Chapter has failed to disclose an actual or possible conflict of interest, the member shall notify the President of the Chapter and the Chapter's Executive Director, the latter who shall, in writing, inform the member in question of the basis for such belief. Upon receipt of the written notice from the Executive Director, the Leader receiving the notice shall advise the Executive Director and the President of the Chapter with respect to such failure to disclose within ten days of receipt of notice of the failure to disclose. If the President of the Chapter is the person with the alleged conflict of interest, the Executive Director shall exercise appropriate due diligence with the Vice-Presidents of the Chapter. Thereafter, remedies to the alleged conflict will be undertaken as noted above and herein this Policy.

In all circumstances, the non-interested members of the Board of Directors shall determine if a Conflict of Interest exists.

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