



Board of Director Orientation

US Green Building Council South Florida Chapter

January 11, 2011

Miami, Florida



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Section 1

Overview of the Nonprofit Sector



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Overview of the Nonprofit Sector

- America's Three Sectors
 - Private Sector
 - Business and industry
 - Public Sector
 - Government and public educational systems
 - Nonprofit Sector
 - Charitable organizations, membership associations, professional societies



Overview of the Nonprofit Sector

- Types of Nonprofits
 - Charities (Section 501[c][3] of IRS tax code)
 - Special Olympics, YMCA, Metropolitan Museum of Art, US Green Building Council, USGBC South Florida Chapter
 - Professional and Trade Associations (501[c][6])
 - American Dental Association, AARP, National PTA
 - National Social Welfare Organizations (501[c][4])
 - NAACP, National Organization for Women, Sierra Club
 - Social Organizations (501[c][7])
 - Swimming clubs, garden clubs, alumni associations



Overview of the Nonprofit Sector

- What is the Nonprofit Sector?
 - Approximately 1.6 million nonprofit organizations in the U.S.
 - In 2003, the total assets in charities totaled more than \$1.76 trillion
 - One in 12 Americans works for a nonprofit
 - About 30 percent of Americans volunteer for nonprofits
 - Combined contributions of \$260 billion in 2005



Section 2

About the Organization



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About the Organization

□ Mission and Vision

US Green Building Council South Florida Chapter

Mission

To transform the way buildings and communities are designed, built and operated, enabling an environmentally and socially responsible, healthy and prosperous environment that improves the quality of life.

Vision

To support buildings and communities that will regenerate and sustain the health and vitality of the local South Florida region within a generation.



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About the Organization

□ Goals

- To inspire consumers, designers, builders and regulators to understand, appreciate, practice and support green building through educational programs, case studies and sustainable materials.
- To educate the public, local governments, and design and construction professionals regarding sustainable design, sustainable materials, sustainable construction methods, and the environmental and economic benefits of green building.



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About the Organization

□ Goals

- To encourage, sponsor and support individuals and organizations that provide education about green building in the region and beyond.
- To become the recognized leader, through green-building education, outreach, and the sharing of best practices, in achieving the broad goal of creating a sustainable built environment in South Florida within a generation.



About the Organization

□ USGBC South Florida Chapter Strategic Plan 2009 - 2013

In the next five years, the Chapter will focus on:

- 1) Further refining the organizational policies needed for effective governance;
- 2) Presenting high-quality educational programs;
- 3) Funding and marketing of our mission to achieve membership growth and community outreach;
- 4) Developing a policy- and vision-oriented governance Board complemented by a strong staff presence; and
- 5) Leveraging our resources through collaborations internally among Branches and externally with other Chapters within our Region, along with other organizations and businesses.



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About the Organization

□ USGBC South Florida Chapter Strategic Plan 2009 - 2013

The Chapter will proudly hold fast and firm to the seven guiding principles set forth by the USGBC:

- Promote the Triple Bottom Line
- Establish Leadership
- Reconcile Humanity with Nature
- Maintain Integrity
- Ensure Inclusiveness
- Exhibit Transparency
- Foster Social Equity

Note: Board Members should review the entire Strategic Plan, available on our website under “About Us”



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About the Organization

□ History

- The USGBC South Florida Chapter was formed as an organizing group in 2004.

- Founding Sponsors are
 - ASID, Florida South Chapter
 - ReSource South Florida
 - Herman Miller, Inc.
 - Swanke, Hayden, Connell, Ltd.
 - MAPEI, Inc.
 - Thorn Grafton, AIA, Architect
 - Office Interiors of Florida
 - Wallace, Roberts & Todd, LLC
 - Perkins + Will, Inc.
 - Zyscovich, Inc.



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About the Organization

□ History

- Accepted into the Chapter family by the USGBC in 2004.
- Incorporated in the State of Florida in 2005.
- Accepted by the IRS as 501(c)(3), Federal tax-exempt organization in 2007.
- Initial Board of Directors:
 - Carolyn Mitchell, Chair
 - German Brun, Vice-Chair
 - Cynthia Stehman, Vice-Chair
 - David Vernon, Treasurer
 - Jon Paul Bacariza
 - Aida Bao-Garciga
 - Sebastian Eilert, Secretary
 - Robert Fornataro



About the Organization

□ History -- Board Members

2006 Board

Carolyn Mitchell, Chair
Jon Paul Bacariza
Aida Bao-Garciga
J Beattie
Carlos Duarte
Sebastian Eilert
Dave Fowler
Rob Hink
Cynthia Stehman
David Vernon
Sleiman Zogheib

2007 Board

Carolyn Mitchell, Chair
Olga Alvarez
Jon Paul Bacariza
Aida Bao-Garciga
J Beattie
Carlos Duarte
Dave Fowler
Rob Hink
Cynthia Stehman
David Vernon
Sleiman Zogheib

2008 Board

Rob Hink, President
Olga Alvarez, President Elect
Carlos Duarte, Treasurer
Sleiman Zogheib, Secretary
Carolyn Mitchell, Immediate Past President
Kyle Abney
Jon Paul Bacariza
J Beattie
Robert Cannellos
Paul Carty
Paul D'Arelli
Ozzie Fortun
Dave Fowler
Pat Hogan
Robert Kobet
Robert Ruano
Joe Snider

2009 Board

Olga Alvarez/Kyle Abney,, President
Lily Chiu, Vice-President
Carlos Duarte, Treasurer
Jackie Meli, Secretary
Rob Hink, Immediate Past President
J Beattie
Robert Cannellos
Paul Carty
Jessica Concepcion
Paul D'Arelli
Ozzie Fortun
Nick Gunia
Pat Hogan
Camila Querasian
Hector Samario



About the Organization

□ Chapter Territory

The domain of the Chapter encompasses the following counties:

- Indian River
- Okeechobee
- St. Lucie
- Martin
- Palm Beach
- Broward
- Miami-Dade
- Monroe



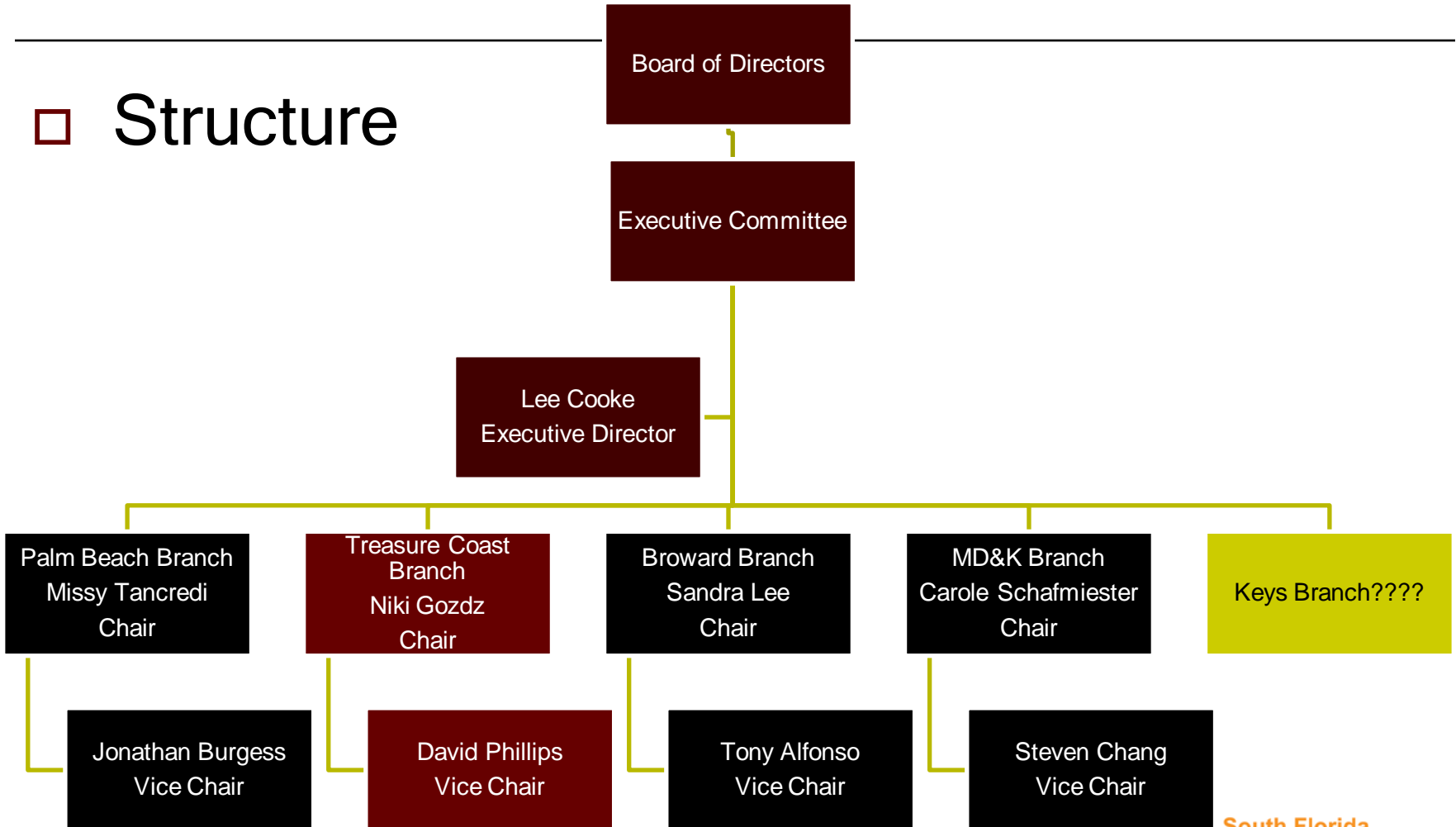
Branches

- USGBC South Florida Chapter members are engaged in many educational and outreach activities.
- Involvement centers primarily on the volunteer organization of four Branches spread geographically over the broad South Florida region -- the Treasure Coast Branch, the Palm Beach Branch, the Broward Branch, and the Miami-Dade and the Keys Branch.
- It's through the work of volunteers on various committees at the Branches (as well as at the Chapter leadership level) that advocacy, education and recruitment efforts flourish.



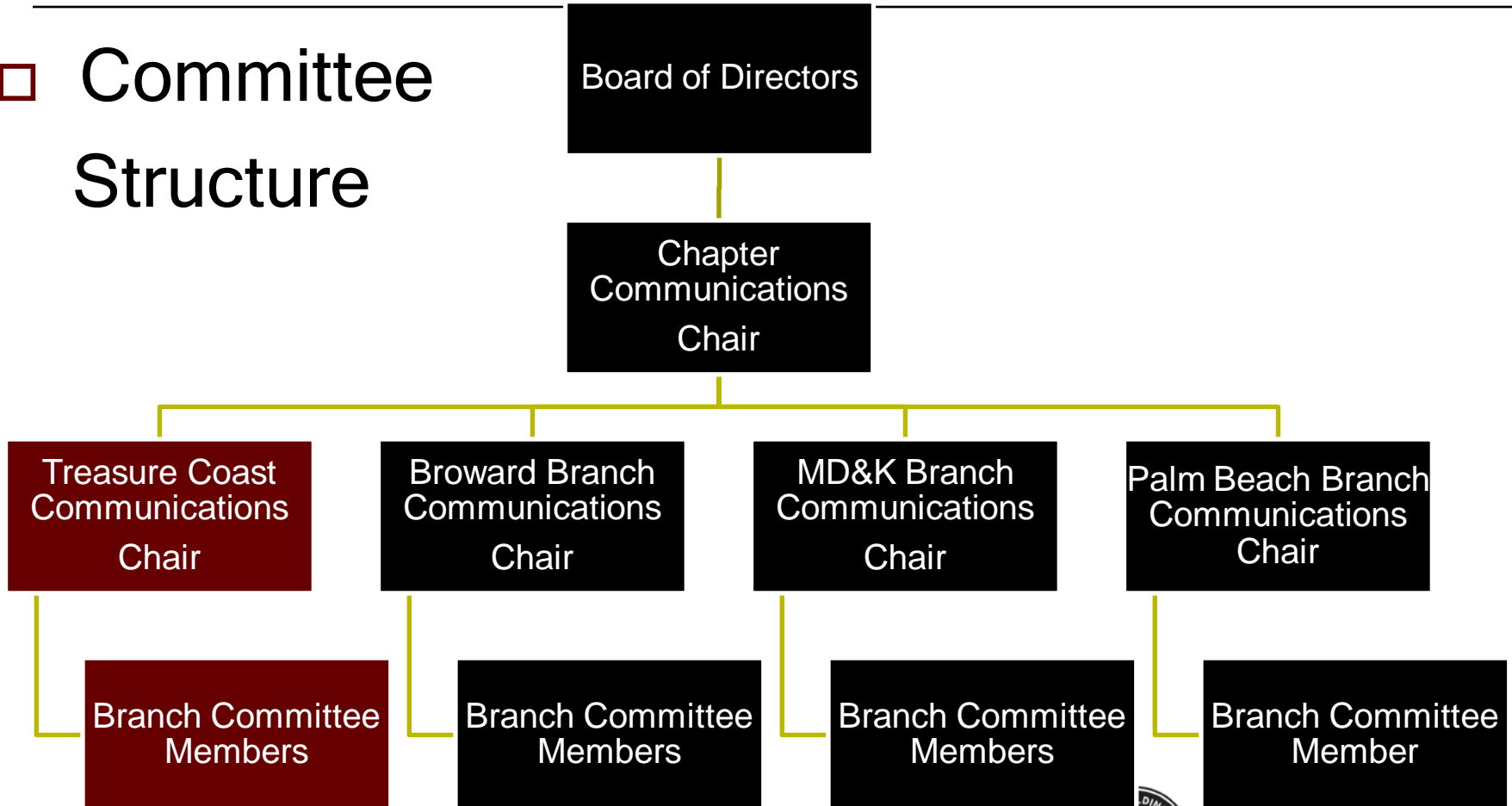
About the Organization

□ Structure



About the Organization

□ Committee Structure



About the Organization

□ Staff

- Lee Cooke, Executive Director

- Hire Date -- July 1, 2008

- Duties and Responsibilities

- The Chapter's Executive Director oversees the daily operations of the Chapter, reporting directly to the Board of Directors and more recurrently to the Executive Committee. The ED's management responsibilities include general oversight of activities associated with marketing, community outreach, fiscal responsibility, HR, liaison to industry and to National USGBC, governmental relations, press relations, volunteer guidance, fund raising, image building, PR, communications, Web, social-networking and publications development, strategic planning, and more.



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About the Organization

□ Finances

- Sources of Income, 2010:
 - 16% membership dues
 - 14% National Member dues
 - 26% contributions from Donors Circle Members
 - 5% Branch sponsorships
 - 27% GalaVerde revenue (tickets sales, sponsorships, etc.)
 - 4% education (workshops, webinars, etc.)

- Major Funders Include:
 - Donors Circle
 - Sponsorships of Branch programs and special events

- Current Budget: \$275,458



About the Organization

□ Relationships

- USGBC National – Our parent organization, headquartered in Washington, DC, is a separate 501(c)(3) nonprofit organization that has a similar general goal of making cost-efficient, energy-saving green buildings available to everyone within a generation.

USGBC National Member benefits are geared to companies, as opposed to Chapter benefits that are focused on individuals (and their companies). USGBC National sets pace and direction related to the broad Chapter network, advocacy, green schools, the LEED green-building certification system, national and international affairs related to green buildings and sustainability, and more.

(cont.)



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About the Organization

□ Relationships (cont.)

- USGBC Regional Committee (RC) – RCs are responsible for encouraging best-practice sharing and collaboration across the broad Chapter network. RCs organize initiative-based working groups that complement the objectives of the USGBC Strategic Plan, as well as promote the grassroots priorities of the Chapter community. RCs are comprised of one representative and one associate from each Chapter per region, ours being the Florida-Caribbean Region. The representative serves a two-year term and the associate a one-year term.
- Other Organizations -- The South Florida Chapter is always open to establish collaborative relationships with various "industry" associations and organizations, up to and including the putting into place of Memorandums of Understanding, which formally acknowledge a convergence of will, a common line of action, and shared viewpoints.



About the Organization

□ Bylaws

- The Chapter's Bylaws are the governing document that defines how the Chapter operates. References include:
 - Membership
 - Meetings
 - Branches
 - Board Make-up
 - Executive Director
- Any Changes to the Bylaws must be approved by two-thirds of the BOD and they must be reviewed every five years (minimum).
- Available on our website (www.usgbcSF.org/membership).



About the Organization

- Chapter's Advisory Council
 - Made up of:
 - Platinum and Gold Donors Circle Sponsors
 - Past Presidents
 - Special assignments and counsel to BOD
 - Honorary appointment and non-voting position



Section 3

About the Board



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About the Board

□ Board Structure

■ Board Officers

- Robert Cannellos, President
- Paul Carty, Vice-President
- Carlos Duarte, Secretary/Treasurer
- Kyle Abney, Immediate Past President

■ Executive Committee Make-up

- Board Officers
- Branch Chairs



About the Board

□ Executive Committee

- The Executive Committee (EC) as an administrative body is effectively a subset of the Board of Directors. To that end and to augment operational efficiency, the EC is empowered to make Board-level decisions between meetings of the full Board, reporting specifics back to their peers at the next session.
- The EC has more frequent interaction with the Executive Director and is more involved in oversight of the operation the Chapter, generally assuring that the Chapter pursues robust triple bottom line solutions that clarify and strengthen a healthy and dynamic balance between environmental, social and economic prosperity.



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About the Board

- Board Structure (18 total leadership positions)
 - Executive Committee plus:
 - Sandra Lee (Broward Branch Chair), Carole Schafmeister (MDK Branch Chair), Missy Tancredi-Strauss (PB Branch Chair), Jonathan Burgess, Jill Cohen, Doug Coward, Thorn Grafton, Nick Gunia, Rob Hink, Gary Pirtle, Elsi Rose, Hector Samario, John Szerdi, Lou Zaccone



Chapter Committees

- Standing Committees
 - Programs Committee*
 - Education Committee*
 - Nominating Committee*
 - Membership Committee*
 - Communications Committee*
 - Finance Committee*
 - GalaVerde Committee

(cont.)

* Standing as Bylaws requirement



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Chapter Committees

- Standing Committees (cont.)
 - Leadership Development Committee
 - Emerging Professionals Committee
 - Advocacy Committee
 - Green Schools Committee
 - Residential Green Building Committee
 - LEED Committee
 - Sponsorship Committee
 - Hospitality Industry Committee
 - Bylaws Committee (ad-hoc)



About the Board

- Board Operations

- Board Composition and Recruitment

- 18 Board members.
 - Nominating Committee leads recruitment and nominating process.
 - General election is held amongst all current members, and is conducted through Chapter's website.



About the Board

□ Board Terms and Elections

- With the exception of the Immediate Past President, Officers are selected by the Board of Directors from amongst their ranks.
- Officers -- i.e., Chapter President, Vice-President, Secretary/Treasurer, Immediate Past President -- serve for one-year terms.
- The Executive Committee of the Chapter consists of the Officers and the Chairs of the Branches of the Chapter.
- Two Directors (Chair and Immediate Past Chair) from each Branch are appointed to the Board as specified in Article 5, Section 2 of the Bylaws.
- The remaining Directors (the “Elected Directors”) are elected by and from the Chapter’s members.
- Elected Directors serve two-year terms. Each Director is eligible to serve up to three consecutive, elected two-year terms.
- The Immediate Past President's term on the Board is the period of his/her successor's elected term.



About the Board

□ Chapter Elections - Board Make-up

- The Board will endeavor to include a diverse representation of the Chapter's membership in the following categories ("Member Categories"):
 - Building Product Manufacturers
 - Building Owners, Facility Managers and Developers
 - Local and State Governments
 - Real Estate Brokers and Property Management Firms
 - Contractors and Builders
 - Environmental and Nonprofit Organizations
 - Professional Societies
 - Financial Institutions (Lenders, Insurers, Others)
 - Professional Firms
 - Utilities, ESCOs and Energy Service Providers
 - Universities and Research Institutes
 - Building Controls Manufacturers / Building Operations and Maintenance
 - Insurance Companies, Brokers and Agents
 - Federal Agencies



Section 4

Board Roles and Responsibilities



Board Roles and Responsibilities

- Board Function
 - Organizational Governance
 - Authority
 - Accountability
 - Stewardship



Board Roles and Responsibilities

□ Key Roles of the Board

- Set Organizational Direction
- Provide Oversight
- Ensure Necessary Resources
- Ensure Legal Compliance
- Maximize Efficiency and Productivity
- Maintain Transparency
- Oversee/Review Executive Director's performance



Board Roles and Responsibilities

□ Board Role

■ Ensure Necessary Resources

Responsibilities:

- Hire capable, experienced Executive Director
- Ensure adequate financial resources
- Promote positive public image
- Ensure the presence of a capable and responsible Board



Board Roles and Responsibilities

□ Board Role

■ Provide Oversight

Responsibilities:

- Oversee financial management
- Minimize exposure to risk
- Measure progress against strategic plan
- Monitor and evaluate programs and services
- Provide legal, moral and ethical oversight
- Evaluate the Executive Director (annually)



Board Roles and Responsibilities: Code of Conduct

1. Attend Board, committee and Branch meetings, attaining the minimum target attendance rate set by the Board.
2. Listen attentively to other Board members.
3. Accept and support all decisions of the Board and work with fellow Board members in a spirit of cooperation.
4. Exhibit respect for individual Board members even though I may not agree with them or their opinions, setting aside personal differences and consistently striving to construct my interactions and comments in a positive, truthful and kind manner.
5. Avoid criticizing or disparaging fellow Board members or their opinions inside or outside of Board meetings.
6. Vote according to my individual conviction and respectfully challenge the reasoning of others when necessary.

(cont.)



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Board Roles and Responsibilities: Code of Conduct (cont.)

7. Be thoroughly prepared to vote on issues through studying of materials and attentive focus on Board discussion, thus being fully informed on issues.
8. Maintain and respect the confidential nature of Board deliberations.
9. Participate actively and honestly in Board meetings and not discuss elsewhere what I am unwilling to discuss in our transparent Board meetings.
10. Bring to the attention of the Board any issues I believe will have a significant effect -- positive or negative -- on our Chapter or those we serve.

(cont.)



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Board Roles and Responsibilities: Code of Conduct (cont.)

11. Acknowledge conflicts of interest between my personal/business life and my position on the Board, and abstain from attempting to influence or vote on issues in which I am conflicted; sign and comply with the Chapter's Conflict of Interest Policy.
12. Support the Chapter's fund-raising efforts through personal giving in accordance with my means (to both annual funds and capital drives), and/or be willing to participate in the solicitation of others.
13. Acknowledge that the Chapter's President is the primary spokesperson and chief executive officer for the Chapter and the Board; in that regard, steer clear of acting as voice for the Board or Chapter unless specifically authorized to do so.
14. Learn and consistently use designated institutional channels when conducting Board business; promptly respond to staff and volunteer communications.
15. Refrain from actions and involvement that might prove embarrassing to the Chapter, and resign from my Board position if such actions or involvement develop.

(cont.)



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Board Roles and Responsibilities: Code of Conduct (cont.)

16. Understand the role of the Board as a policy-making body and avoid participation in administration policy.
17. Recognize that my job is to ensure that the Chapter is well-managed, not necessarily to manage the organization.
18. Refer complaints and concerns directly to the proper level of the chain of command.
19. Respect the position of the Chapter's chief staff executive and not interfere with his/her duties, undermine his/her authority, or otherwise hinder his/her ability to fulfill delineated responsibilities.
20. Conduct the business of the Chapter according to Dynamic Governance, a system that relies heavily on individuals who are willing to focus on the mission of the organization, always working positively and cooperatively toward moving the mission forward.
21. Be accountable, responsible and diligent with regard to Chapter assignments.



Board Roles and Responsibilities: Conflict of Interest 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, BGC, 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.

(cont.)



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Board Roles and Responsibilities:

Conflict of Interest Policy (cont.)

- ❑ 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.



Board Roles and Responsibilities

□ Individual Board Member Responsibilities

■ Act in Accordance With Legal Standards

Duty of Care

- Stay informed and ask questions.

Duty of Loyalty

- Show undivided allegiance to organization's welfare.

Duty of Obedience

- Stay faithful to the organization's Mission.



Board Roles and Responsibilities

- ❑ Individual Board Member Responsibilities
 - ❑ Participate in the governance of the organization.
 - ❑ Work on committees and task forces.
 - ❑ Volunteer services to the organization outside of Board work.
 - ❑ Serve as proactive ambassadors to the community.
 - ❑ Promote, recognize and inspire volunteerism.
 - ❑ Identify, cultivate and recruit future leaders with necessary skill sets.
 - ❑ Lead celebration of Chapter successes.



Board Roles and Responsibilities

- Individual Board Member Responsibilities
 - Participate in Fundraising Activities
 - Make a personal financial contribution.
 - Actively participate in fundraising drives, including attending fundraising events.
 - Provide names of potential donors and be willing to “open doors” and make introductions.
 - Visit funders -- past, present and potential.
 - Write thank-you notes.
 - Purchase tickets to the annual fundraising GalaVerde.
 - Act as a resource to Executive Director, Chapter President and Fundraising Chair.



Section 4

□ Dynamic Governance



Dynamic Governance

- **Why Dynamic Governance (DG)?**
- **In the USGBC, DG helps to:**
 - Improve decision-making
 - Improve selection of leadership
 - Build self-discipline of governing bodies
 - Make leading easier
 - Support focus and continuity of volunteer bodies
 - Support leadership among peers
 - Reduce bickering



Dynamic Governance

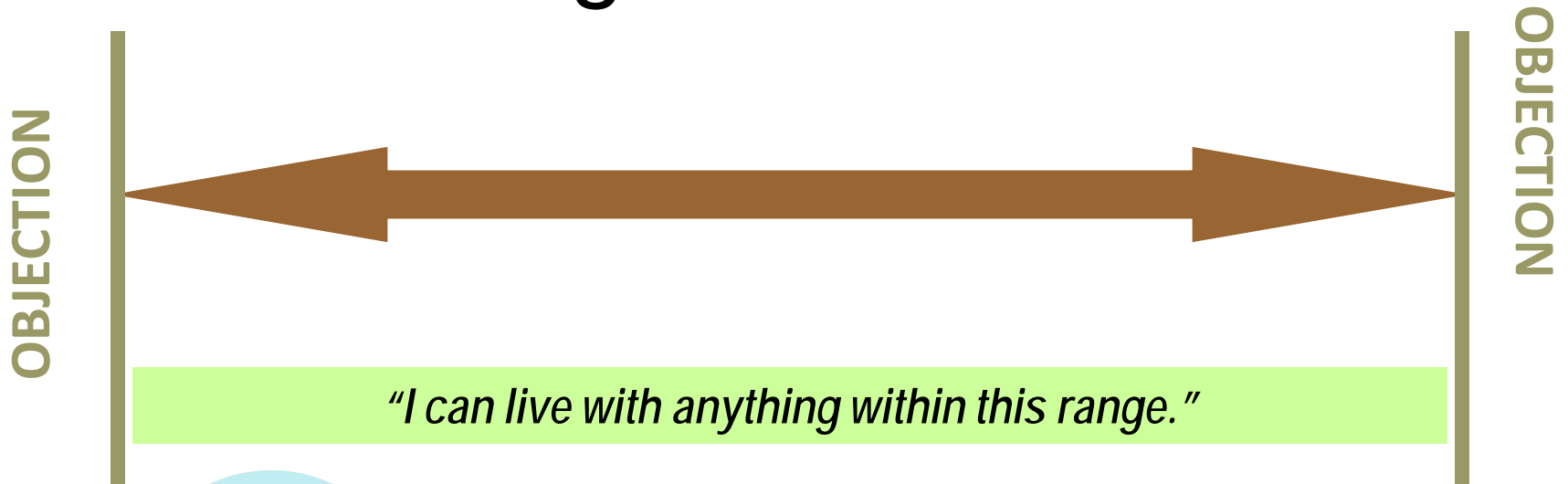
□ Consent

- Objective = No reasoned and paramount objective
 - Objective is not agreement
 - Not majority voting



Dynamic Governance

□ Range of Tolerance



Dynamic Governance

□ Facilitator's Job

- Produce decisions with no objection.

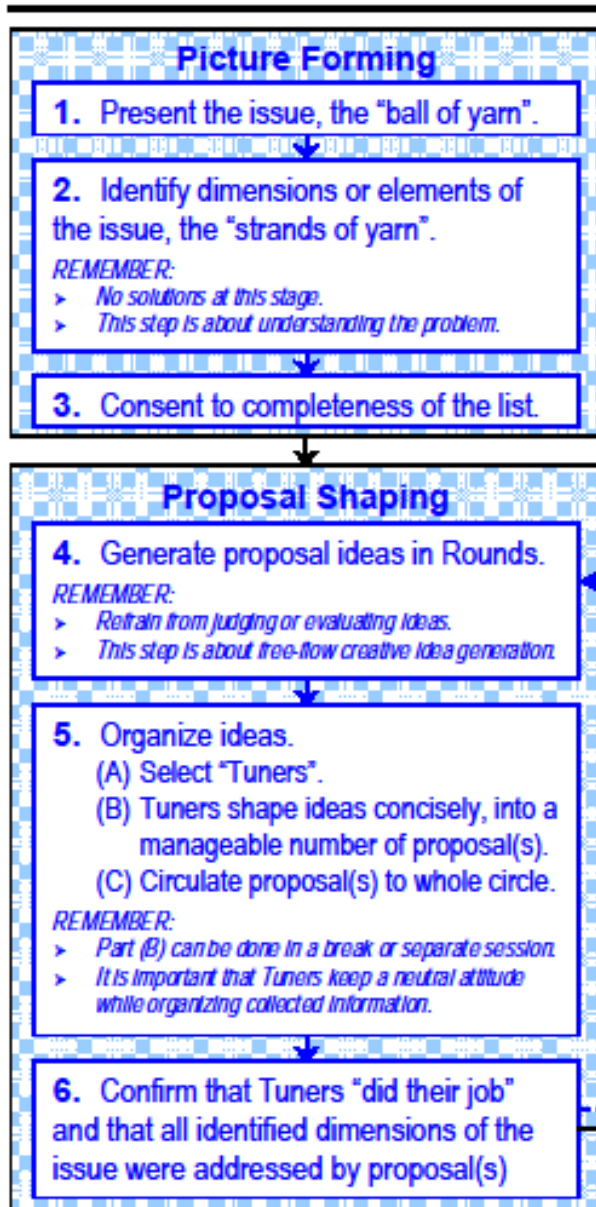
□ Each Participant's Job

- Speak the Truth (as close an approximation as possible at that moment).
- Give others your silent attention at their turn to speak.
- Respectfully assist other participants to speak the Truth.
- Participate in problem-solving; improve proposals in order to accommodate objections

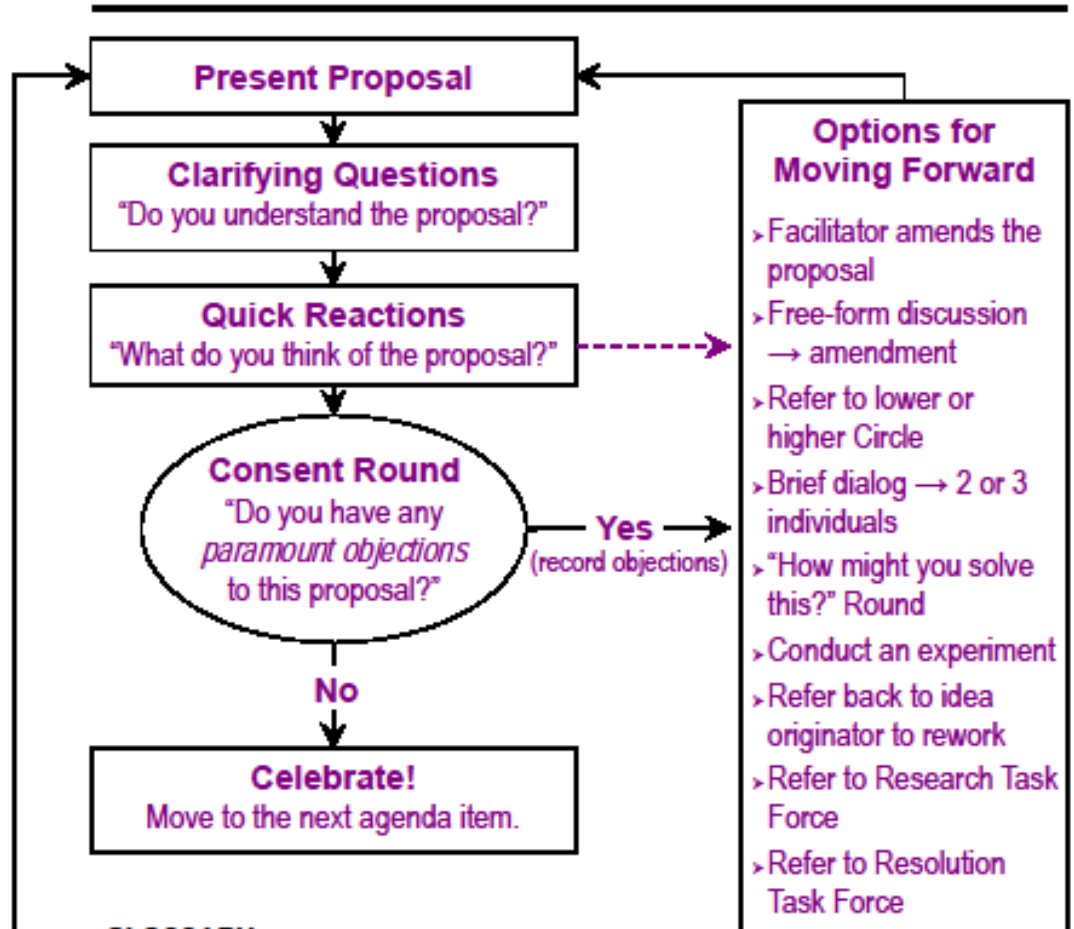


Dynamic Governance Summary

CONSENT DECISION MAKING



not all dimensions were addressed



GLOSSARY

- Round(s)* — every participant gives input in turn, with no group dialogue.
- Tuners* — individuals appointed to make information more manageable by organizing it, without additions or modifications in meaning.

Review Role & Specified Term
State responsibilities, qualifications, term.

Submit Ballots

Write "I (your name) , nominate (candidate) ."
Submit to election facilitator.

Share Reasons Round

"I'd like in this role because ."

Invite Changes

"I change my nomination to because ."

Open Discussion

Use this step only if necessary. It is optional and seldom used.

Consent Round

Facilitator proposes the candidate with the *strongest arguments* relative to qualification.

REMEMBER:

- > Propose candidate based on arguments. Numeric majority is less important than "weight" of reasons.
- > Ask for the candidate's consent last.
- > To address paramount objections, see "Options for Moving Forward" in the consent decision making process.
- > If necessary, amend proposal and repeat consent round.

DO NOT!

- > Elect for an unlimited term.
- > Ask for a volunteer.
- > Inquire who is interested or who is not.
- > Have dialog during a Round.
- > Seek the *perfect* candidate: recall that each candidate has strengths and weaknesses.

Dynamic Governance Summary

CIRCLE MEETING

Opening Round

- > Check-in, transition into meeting
- > Requests for changing agenda items

Administrative Matters

- > Agree to agenda if there were changes requested, otherwise skip this bullet.
- > Consent to minutes of previous meeting
- > Schedule next meeting (date, time, place, duration)

Matters of Content

Moving through the agenda items:

- > Consent to proposals (follow "Consent Decision Making" process)
- > Tackle an issue (see "Proposal Forming" process)
- > Accept report(s) from lower circles

Closing Round

- > Evaluate facilitation, meeting efficiency, group effectiveness: "What went well? What can we improve?"

OPERATIONAL MEETING

Start Meeting

Leader opens meeting informally, with a positive tone.

REMEMBER:

- > There is no opening round.
- > Decisions are made by leader.
- > Circulate summary reports before the meeting.
- > Meet regularly and enforce deadlines.

Monitor & Direct Progress

Report in turn on priority activities:

- > For *project work* include item, status, brief note—as needed.
- > For *ongoing work* include trend, aging, brief notes—as needed.
- > Leader or peers may give input or ask questions from reporter.
- > Leader may provide direction, assign priorities, delegate tasks.

About the Board

□ Reading List

- Bylaws
- Board Policies
- Board Biographies
- Chapter Charter
- Budget Narrative and “Financials”
- Annual Report
- Strategic Plan
- Fundraising Case Statement
- Membership Survey Results
- Familiarization with Website



2011 Board of Directors



“As fine a collection of talent and passion as any Board in the country. We can accomplish tremendous things.”



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