

International Society of Sustainability Professionals

Board Manual

This Manual consists of the following sections and incorporates by reference ISSP's Conflict of Interest Policy, Articles of Incorporation and Bylaws. All sections and referenced attachments may be updated from time to time by the Board:

1. Board Member Expectations
2. Board Selection and Removal Processes
3. Lines of Authority

Board Member Expectations

Term

Two years (unless serving by special appointment or filling an unexpired term.)

Purpose

The Board shall approve the long term vision for the Organization, make major policy decisions, contribute to financial stability, ensure that the budget, policies and program efforts are consistent with the Organization's mission, goals and objectives, and evaluate the performance of the Executive Director. In addition, Board members will actively advocate for ISSP and work closely with the Executive Director to make ISSP a successful Organization.

General Expectations

Board members are expected to actively participate in the main functions of the Board: setting policy, developing programs, fund raising and implementing key projects. The list below spells out the expectations in more detail:

1. Participate in Board meetings either in person or via conference call. If a Board member cannot attend a meeting, the member is to advise staff prior to the meeting.
2. Be familiar with ISSP's mission and programs, Bylaws, and Articles of Incorporation.
3. Participate in events as appropriate including attendance at the ISSP conference.
4. Promote ISSP at conferences and other professional venues.
5. Contribute postings to the ISSP web site.
6. Sign and abide by the conflict of interest policy and ISSP's Compliance and Policy Statements.
7. Maintain good standing in the Organization including paid membership.
8. Any Board members that are not credentialed must sit for the SA exam within the first year of their tenure. (Fee may be waived at the discretion of the Leadership Team.)

Specific Expectations

In addition each Board member will be asked to contribute in **at least one of the following two ways**:

1. Make a leadership level financial or in-kind contribution equal to or greater than \$500 each fiscal year through one or more of the following means:
 - a. Make a cash contribution or provide a needed service or resource.
 - b. Connect ISSP with and/or make introductions to potential funders.
 - c. Bring in new people to the membership (5 new members would fulfill the \$500 requirement).
2. Participate in one of the active Committees acting as a liaison to the Board, providing guidance and Board input to the Committee's activities and contributing to the fulfillment of its obligations. The specific activities of these Committees will vary from year to year depending on the strategic plan of the Organization.

ISSP Committees are organized around these four key areas:

- a. **Membership and Networking** – recruiting and maintaining members; launching and supporting local on-the-ground ISSP groups and events
- b. **Professional Development** – providing input and review of our programs and offerings, connecting to other educational or training institutions.
- c. **Resources** (research, publications, product development) – grow the databank of resources, participate in research projects, edit or contribute publications, help develop new ISSP products.
- d. **Standards, Policies and Partnerships** – keep ISSP connected to other groups to assure it stays current and relevant and exerts appropriate influence over the development of related standards and policies.

Board Selection and Removal Processes

Board Member Attributes

1. Committed to ISSP's mission and purpose.
2. Highly regarded among professional peers.
3. Breadth of understanding about sustainability.
4. Ability to act and speak openly and directly with management staff and other Board members.
5. Representative of membership. ISSP seeks to create and maintain a Board that is representative of its membership by striving for geographic and industry representation.
6. Be a current member in good standing of ISSP, including paid membership. (Membership is not required for nomination but must become a member before being installed.)

Board Nominee Attributes

1. The Nominating Committee shall aim for a slate of candidates comprised of:
 - a. Between 50% and 80% ISSP-SA credential holders
 - b. A minimum of 40% of ISSP-CSP credential holders
2. Nominating Committee shall take diversity (e.g. geographic location, industry,

gender, age, and ethnicity) into consideration when selecting candidates but not require that they be stringently applied.

3. Nominating Committee will exclude from the proposed slate anyone who works for or is on the Board of an Organization that already has a representative on the ISSP Board. The Leadership Team may waive this requirement on a case-by-case basis for specific individuals who are deemed to have specific skills needed on the Board.

Board Selection Process

There are two methods for becoming a Board member:

1. **By special invitation:** Existing Board member may invite people they feel meet the attributes and fill a need on the Board by submitting a letter of recommendation to the nominating committee. Invited members must get approval from the rest of existing Board by submitting a letter of interest and bio, being interviewed by one or more existing Board members (other than the Board member that issued the special invitation) and having the nomination brought to the Board for approval.
2. **By nomination:** Members may nominate someone they feel meets the list of attributes or self-nominate based on criteria for membership. Nominations may also be made by a third party pursuant to nomination rights given to such party by Board resolution or agreement with such party. Nominees will submit to the Executive Director: a letter of recommendation from a colleague, letter of interest, and bio. Then each nominee is interviewed by one or more existing Board members after which the nomination is brought to the Board for approval.

Board removal process

1. **Resignation:** Any Director may resign at any time by delivering written notice to the Chair of the Board or to the registered office of the Corporation. Such resignation shall take effect at the time specified in the notice or, if no time is specified, upon delivery. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board.
2. **Removal:** One or more Directors may be removed at a meeting of the Board called expressly for that purpose, or at a regularly scheduled meeting of the Board, provided that the notice of any such meeting states that the purpose or one of the purposes of the meeting is such removal. A Director may be removed with or without cause by a vote of not less than a majority of the Directors then in office. Removal for cause might include failure to attend less than half of the meetings in a year or failure to participate per the expectations.

Lines of Authority

Revolving Line of Credit

With prior approval of at least one member of the Leadership Team, the Executive Director has the authority to request the disbursement of fund from the Revolving Line of Credit. All approvals and requests must be made in writing via conventional or electronic mail.

Contracts

The Executive Director has authority to execute contracts of \$5,000 or less and for which the obligation is included within or covered by the annual budget. All other contracts require prior approval of the Board.

Bank Accounts

The Executive Director has signing authority on ISSP's bank accounts for amounts up to \$5,000 to pay for items or matters which are included within or covered by the annual budget. Amounts exceeding \$5,000 or not covered within the annual budget must receive prior approval of the Board.