



Canada  
Green  
Building  
Council

Conseil du  
Bâtiment  
Durable du  
Canada

## 2024 Board of Directors Nominations Package

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### **TIMELINE FOR THE 2024 ELECTION**

Nominations Period: January 29 – February 29, 2024

Online Voting Period: March 25 – April 26, 2024

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# About the Canada Green Building Council

The Canada Green Building Council (“CAGBC”) is an industry-led organization working to unlock the value of green buildings to eliminate carbon emissions and reduce environmental impacts. Together with our membership of a thousand companies and organizations, and close to 14,000 building sector professionals, CAGBC is supporting the market to implement green building construction and retrofits at scale.

We believe that together we can build our way forward to a more sustainable future. To realize that vision, CAGBC guides, convenes, and supports the building sector to implement practical solutions that advance sustainability efforts at all levels. Our support for the sector includes market-driven research, government advocacy, training opportunities and the administration and verification of the industry’s leading green building rating systems and 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 strategic objectives.

## Seats Open for Election

There are four (4) seats open for election in 2024:

Board Seats Open for Election	Term
<p><b>Commercial Real Estate Owners &amp; Developers</b>  <i>Organizations with vested financial interest in buildings as owners or developers.                      In 2024, one seat in this category is open for election.</i></p>	<p><b>3-year</b></p>
<p><b>Real Estate Managers and Tenants</b>  <i>Organizations with vested financial interest in the management and operations of buildings or as tenants.                      In 2024, one seat in this category is open for election.</i></p>	<p><b>3-year</b></p>
<p><b>Product Manufacturer, Suppliers and Retail</b>  <i>Organizations in the business of designing, manufacturing and supplying products and materials for the design, construction and operation of buildings and homes.                      In 2024, one seat in this category is open for election.</i></p>	<p><b>3-year</b></p>
<p><b>At Large</b>  <i>Organizations with vested interest in supporting a sustainable, zero carbon build environment.                      In 2024, one seat in this category is open for election.</i></p>	<p><b>3-year</b></p>

## Nominations and Election Process

The Nominations period will be open from **January 29, 2024 to February 29, 2024**. The Nominations Committee reviews all submissions to confirm competencies, and to ensure they meet the nominating criteria and the eligibility requirements identified in 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 **March 25, 2024** and will remain open until **April 26, 2024**. Voting will be conducted electronically. When the ballot opens, the main contact<sup>1</sup> for each member organization of 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 20, 2024**.

## 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 CAGBC 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

Applicants must:

- **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 Leaders:** Be professionals holding a leadership/executive position in organizations in the building sector, government, academia or not-for-profit sector.

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<sup>1</sup> 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](http://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:** Show prior participation in CAGBC activities and/or the green building industry.
- **National or significant regional presence:** Be representatives of member organizations 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, investment decisions; financial audits; internal controls, and 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 **February 29, 2024** (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 the process identified in the Canada Not-for-Profit Corporations Act must also be received on or before **February 29, 2024**.

## Election Results

The results of the election will be announced on the CAGBC website after the close of the election period, **March 25, 2024** to **April 26, 2024**, 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 20, 2024.

## **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 CAGBC in accordance with CAGBC'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 CAGBC and ensure it operates according to the law and within the framework of its mission. Ensure governing documents of CAGBC, including the Bylaws and policies, are followed and reviewed regularly for accuracy, compliance and strategic focus.
- Maintain a governance structure suitable to achieve CAGBC'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 CAGBC.
- Adopt and regularly review a succession plan for Board and Committee positions.
- Elect CAGBC's Chair, Vice Chair(s), Treasurer and Secretary.

#### **Strategic Planning and Evaluation**

- Support CAGBC's vision and mission.
- Oversee CAGBC's strategic direction and approve organizational goals, objectives and priorities as part of the annual strategic planning process.
- Review CAGBC's progress towards achieving the objectives set in the strategic plan.

#### **Financial and Risk Management**

- Review and approve an annual budget for CAGBC and regularly monitor financial performance over the course of the year to ensure financial viability of CAGBC.
- 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 CAGBC'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 their 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.
- Support management in the development and application of HR strategy and policy.

## **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.
- 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 CAGBC of any changes in employment as it may affect Board eligibility.
- Understand CAGBC’s mission and strategic direction and be knowledgeable about CAGBC’s business areas to effectively contribute to the work of the Board.
- Abide by CAGBC’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 CAGBC and serve as an ambassador at events and/or meetings.
- Help secure stakeholder support and appreciation for CAGBC'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.
- 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 in-depth review and expertise to advance CAGBC 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:
  - **2024 June Board meeting:** June 20, 2024 (In-person)
  - **2024 October Board meeting:** October 3, 2024 (In-person, Toronto)
  - **2024 December Board meeting:** December 4, 2024 (Virtual)
- 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. Time commitments vary based on committee objectives and purpose. Management supports 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](mailto:governance@cagbc.org)  
Toll free: 1.866.941.1184 ext. 1064