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## Commercial Workforce Credentialing Council

### **Policies of the Board of Direction Commercial Workforce Credentialing Council**

**Purpose:** The purpose of the Board of Direction (Board) is to provide oversight to and administer the affairs of the Commercial Workforce Credentialing Council (Council) in the prosecution of its mission in advancing the preparation of professionals to evaluate, commission, operate and manage commercial building systems.

#### **The purposes of the policies are to:**

- a. Inform the Board of the policies guiding its decisions
- b. Prevent confusion among board members, the Council and the Board of Advisors as to the scope of their authority
- c. Promote consistency of Board action
- d. Eliminate the need for reactive policy making
- e. Clarify Board member roles.

**Consideration for Policies:** All policies of the Board should be tested to consider if the proposed policy is consistent with the mission of the Council and the purposes of the Board, within the scope of authority of the Board, consistent with local, state and Federal law, broad enough to cover the subject completely, and enforceable.

#### **General Policies**

**Distribution of Policy Manual:** Each member of the Board shall receive a copy of the Policy Manual at the commencement of their service. Revisions shall be disseminated upon completion.

**Duties and Responsibilities:** (Article IV, Section 1) The duties and responsibilities of the Board shall include:

- a. Administer the affairs of the Council in accordance with policy as approved by the Council;
- b. Explore matters and initiate and carry out all activities within the Council's sphere of interest;
- c. Assign responsibility to all committees, panels, and other units of the Council necessary to conduct the business of the Council;
- d. Review and approve for public release all reports and other documents containing findings, conclusions and recommendations of the Council;
- e. Approve the scope of all proposals on behalf of the Council;
- f. Approve applications for membership on the Council;
- g. Provide a report to the Institute at each of its scheduled meetings.

**Board Composition:** (Article IV, Section 2) The Board shall consist of no fewer than nine (9) or more than fifteen (15) elected persons, plus a chair. Members of the Council shall elect the Board. A majority of the members shall represent organizations using or causing the use of building professionals to evaluate, commission, operate, and manage the commercial building systems. Selection of nominees for election to the Board shall be based on criteria that assure the industry stakeholders are represented.

**Organizational Representation:** During a term, only one person from an organization may serve on the Board.

**Terms:** (Article IV, Section 3) Terms of the Board shall be for three (3) years. Two consecutive terms may be served. Terms shall commence at the Annual Meeting. The term of members of the Executive Committee is one (1) year. Officers may not serve in any one office for more than three (3) consecutive one-year terms; with sufficient reason and documentation, the term of Chair may be extended for one additional one-year term.

**Executive Committee:** (Article V, Section 1) The Executive Committee shall consist of officers of the Board, who shall also be the officers of the Council, plus the immediate past chair. Officers shall be the Chair, Vice Chair and Secretary.

**Duties and Responsibilities of the Executive Committee:** (Article V, Section 4)

- a. Chair – The Chair shall serve as the principal spokesperson for the Council and preside at all meetings of the Board and Council. The Chair shall appoint, in counsel with the Board, all committees, panels and other units of the council and verify the review and approval of all reports and other documents for public release on behalf of and with the approval of the Board.
- b. Vice Chair – The Vice Chair shall act for the Chair in all respects during the temporary absence of the Chair.
- c. Secretary – The Secretary shall: 1) see that all notices of meetings are duly given; 2) keep or cause to be kept all books, minutes, and other records of the activities of the Council and its Board as are required by law or by Bylaws; 3) sign such instruments as require the signature of the Secretary; 4) Review and count ballots of Council votes and report results to the Board; 4) submit the slate of candidates from the Nominations Committee to the Council; and 6) in general, perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned by the Chair or the Board.

**Elections:** (Article VI, Section 4) Elections of directors shall be held at the Annual Meeting of the Board. The Council shall elect directors. The Chair, Vice Chair and Secretary shall be elected by the Board.

**Vacancies:** (Article IV, Section 4) The Executive Committee, with approval of the Board, shall appoint directors to fill vacant positions until an election is held to fill the unexpired term.

**Recall:** (Article IV, Section 5) The Council may recall any member of the board for cause, upon petition of twenty (20) percent of the members of the Council.

**Compensation:** Directors shall not receive compensation for their services.

**Conflict-of-Interest:** No member of the Board, or by extension, its committees, shall use his or her position, or the knowledge gained there from, in such a manner that is a conflict-of-interest between the interests of the organization or any of its affiliates and his or her personal interests. Each member of the Board, or by extension members of committees, shall place the interest of the organization foremost in any dealings with the organization and has a continuing responsibility to comply with the

requirements of this policy. Board and committee members are responsible for signing a Conflict-of-Interest Agreement at the time of service.

**Fiduciary Responsibility:** Members of the Board shall understand and accept their fiduciary responsibility to NIBS, the Council and stakeholders served by its mission. In accepting their responsibility, Board members shall understand that their fiduciary responsibility extends beyond protecting the assets entrusted to them. Fiduciary responsibility includes supporting a credentialed workforce by assuring the development and licensing of credible schemes, by protecting the intellectual property associated with the schemes, and upholding the integrity of the processes associated with developing credentials. This understanding is reflected in the Board member performing his or her duties in a manner that is trustworthy, reflective of good stewardship and respectful in prosecuting its mission.

**Confidentiality:** Members of the Board shall keep confidential all such confidential information that may be obtained in the process of prosecuting the mission of the Council. Members of the Board shall sign a Non-Disclosure Agreement as a condition of service.

**Code of Conduct:** Members of the Board shall agree to uphold and abide by the Code of Conduct. Members of the Board shall sign the Code of Conduct as a condition of service.

**Records:** The administrative unit of NIBS shall maintain all electronic and paper records of the Board, including the Charter, policies, qualifications of Board and committee members, subject-matter-experts, scheme development and maintenance activities, ballots, minutes of meetings, reimbursements, and other pertinent records. Records shall be maintained and destroyed according to NIBS policies.

**Non-Discrimination:** The Board shall not discriminate among persons on the basis of age, gender, race, religion, national origin, disability, marital status or sexual orientation.

**Interaction with the Public or the Media:** Members of the Board may not speak to the public or media on behalf of the Board unless authorized by the Board to do so. Media inquiries shall be directed to the Chair. Regarding social media, Board members should be especially cognizant of the positions they take or opinions they express, and while utilizing social media shall speak as a private citizen, not a member of the Board unless authorized to do so.

**Meetings:** (Article IV, Section 6) The Board shall meet annually at least three times, once in conjunction with the Annual Meeting of the Council, and two other times. The meeting in conjunction with the Annual Meeting shall be in person. Other meetings may be in person or via conference call. Other meetings may be called by the Chair, with majority vote of the Board, or upon written request of a majority of the Board within (10) days written notice.

**Participation in Meetings:** Board members are responsible for participating in meetings. Failure to participate in meetings may result in termination of service.

**Meeting Agendas:** Meeting agendas shall approximate the following outline:

1. Call to order by the Chair or presiding officer

2. Approval of Agenda
3. Consideration, correction and approval of minutes of the previous meeting
4. Report from the Secretary
5. Reports from committees, staff, others and recommendations for action
6. Special task force reports and recommendations for action
7. Unfinished business
8. New business
9. Adjournment.

**Executive Sessions:** The Board shall close its meetings and conduct Executive Sessions when the discussion of the Board could harm the reputation and character of any individual or organization; information discussed could have an adverse legal impact on the Board's legal position if the information were public knowledge; information discussed by the Board could have an adverse financial impact if the information were public knowledge.

**Minutes:** Minutes of all meetings shall be kept and shall be approved by the members attending the Board meetings. Approved minutes shall be filed with the Secretary of the Board. Minutes shall include the following:

1. The date, time and place the meeting was called to order.
2. The type of meeting—regular, special or continued
3. The name of the presiding officer
4. The names of board members present
5. The names of board members absent
6. The exact wording of all motions, whether passed or failed
7. The disposition of each motion made—passed or failed. If the vote is by roll call, each board member's vote will be recorded by name. When a ballot vote is taken, the number voting for and the number voting against and abstentions will be recorded. No views, protests or explanations from board members about the vote will be recorded in the minutes unless the full board votes to allow such entries.
8. Notation of each report
9. Notation of time of adjournment of the meeting.

**Rules of Order:** Meetings shall be governed by Roberts' Rules of Order, latest edition.

**Quorum:** (Article IV, Section 7) A simple majority shall constitute a quorum.

**Guests:** Guest attendance at Board meetings shall be at the discretion of the Executive Committee by advance arrangement. Recognition of guests to speak at meetings shall be at the discretion of the Chair.

**Council Votes:** The Board shall review comments submitted with ballots and may ratify a vote on an issue or issues requiring only non-substantive changes as a result of ballot comments. If the Board determines substantive changes are required to resolve negative or "Yes with Reservation" votes, the issue(s) in question shall be resubmitted to vote by the Council.

**Council Membership:** The Board shall approve member organization applications to the Council.

**Removal of Council Members:** (Article II, Section 5) The Board may remove Council members or representatives with a vote of seventy-five (75) percent of the Board at a duly called and convened meeting. The Board shall provide thirty (30) days written notice to the affected member of such action. The decision of the Board of Direction shall be conclusive with no right of rehearing or appeal, administrative or judicial, existing to the terminated member or representative.

**Committees:** The Board, by majority vote, shall establish Council committees, and shall appoint qualified individuals to serve on committees. At a minimum, the following standing committees of the Board shall exist: Nominations Committee and Scheme Committees.

**Nominations Committee:** The Board, by majority vote, shall appoint members to the Nominations Committee, which shall be composed of five (5) individuals selected from among those Board members not eligible for nomination for re-election that year. The term of the Nominations Committee shall begin prior to June 1 of each year and shall expire with the Annual Meeting. Members of the Nominations Committee may be re-elected to two additional one-year terms. Members of the Nominations Committee shall follow the rules and procedures as set forth by the Board.

**Scheme Committees:** The Board, by majority vote, shall establish a Scheme Committee for each scheme approved for development by the Board. Scheme Committees shall be made up of no less than ten (10), but no more than fourteen (14) people. Members of the Scheme Committee(s) shall meet the qualifications requirements, represent the stakeholder groups materially affected by the scheme, and shall not be restricted to Council membership. The call for nominations to Scheme Committees shall be made to the public by the Secretary of the Council. At a minimum, scheme committees shall be responsible for the development or revision of the job-task analysis; development or revision of certification scheme requirements; development or revision of certificate program requirements; development or revision of guidance documents; alignment of scheme requirements; approval of scheme changes; and other tasks assigned by the Board.

**Approval of Rules and Procedures of the Board of Advisors:** The Board of Direction shall approve the rules and procedures of the Board of Advisors.

**Membership Fees:** (Article X, Section 1) The Board may waive the annual membership fees established by the Council for particular members.

**Financial/Funds:** Article X, Section 2) The Board shall comply with all NIBS financial policies. The Board shall comply with budgetary processes of NIBS. Funds collected by membership fees shall be used only to defray expenses of the Council and as authorized by the NIBS Board.

**Contracts:** The Board shall not enter into contracts but shall advise NIBS when professional/contracted services are required.

## Board of Direction Code of Conduct

Each member of the Board of Direction is expected to adhere to behavior that reflects positively on the Board itself, the Council and its initiatives, and the stakeholders involved in prosecution of the Council's mission. The purpose of the Code of Conduct "Code" is to provide a benchmark for all individuals serving on the Board. The Code also states the expectations and responsibilities of Board service, requires an acceptance of fiduciary responsibility, facilitates mutual trust, and establishes measures of accountability.

I, \_\_\_\_\_, accept Board Service appointment

beginning on *(date)*: \_\_\_\_\_, and agree to the following conditions:

- I shall abide by all policies and procedures of the Board.
- I shall understand and accept my fiduciary responsibility to perform all duties in a manner reflective of good stewardship.
- I shall avoid personal and professional conflicts-of-interest in all matters pertaining to the business of the Board. If a conflict of interest arises, I shall immediately notify the Chair.
- I shall respect and protect sensitive and/or confidential information, and shall return all confidential materials to the Chair as soon official need for them has ended.
- I shall act fairly and be impartial and unbiased in my service to the Board, the Council and its initiatives.
- I shall conduct myself in a professional manner during the conduct of Board business and shall treat all stakeholders with courtesy and respect.
- I shall devote sufficient time and effort to fulfill appointed duties.
- I shall be an advocate for the Council's initiatives and shall support its mission.
- I shall support the decisions made, and shall not speak or act for the Board without proper authorization.

I acknowledge that failure to uphold and abide by the Code of Conduct may result in my removal from participation in Board service.

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Signature of Board Member

## Board of Direction Conflict-of-Interest Agreement

In order to avoid conflicts-of-interest, or the appearance thereof, the following agreement is a requirement for service on the Board of Direction.

I \_\_\_\_\_ understand and agree to uphold and abide by the conflict-of interest policy of the Board of direction. I understand that a conflict-of-interest exists when I have a personal or financial relationship or interest that would or might tend to influence my actions in performing the work of the Board of Direction. I have reviewed and agree to the following conditions and/or circumstances that may create a conflict- of- interest:

- 1) I participate in the delivery of services that may benefit from the knowledge gained by Board of Direction participation.
- 3) I serve on a competing Board, Council or Committee.
- 4) I participate in other activities that encourage, require, or permit me to disclose Board initiatives or activities.
- 5) I have a monetary or personal interest in the determination of schemes.
- 6) I have a monetary or personal interest in the outcome of a Board decision.
- 7) I am aware of information that may prevent me from making a fair and unbiased decision regarding a matter before the Board.

I understand and agree to disclose any conflicts-of-interest or potential conflicts-of-interest with the Chair. I understand that failure to abide by the conflict-of-interest policy may result in my removal from specific activities, including service on the Board of Direction.

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Dated: \_\_\_\_\_

## Board of Direction Non-Disclosure Agreement Form

I, \_\_\_\_\_, acknowledge that, in the course of service to the Board of Direction (Board), I will have access to materials of a confidential and/or proprietary nature. "Confidential" and "proprietary" materials include, but are not limited to:

- information regarding an individual's or organization's private data;
- stakeholder interests in subject-matter or scheme content;
- qualification of individuals applying for service on the Board or its committees;
- information related to questionable Board member behavior;
- corporate documents;
- financial data.

Therefore, I agree to the following conditions of service to the Board:

I will abide by all policies and procedures regarding proper handling and security of confidential and proprietary materials.

I will not disclose any confidential or proprietary materials to any unauthorized individual or organization unless expressly authorized by the Board.

I will not remove any confidential or proprietary materials from meeting premises unless directed to by the Board and I will safeguard such materials, as directed, until they are delivered or returned.

I will hold scheme content in confidence indefinitely and will not disclose, publish, reproduce, summarize, paraphrase, or transmit such content, in whole or in part, in any form or by any means, verbal or written, electronic or mechanical, for any purpose.

I understand and agree that the unauthorized disclosure of confidential or proprietary material could cause harm and irreparable injury to the Board, the Council and its stakeholders, which may be difficult to ascertain. Accordingly, I agree that the Board shall have the right to seek and obtain immediate injunctive relief resulting from material breaches of this Agreement, in addition to any other remedies at law available therefore without bond.

I understand that my service may be terminated immediately upon any material breach of the terms and conditions contained herein. The obligations under this agreement shall continue perpetually and survive the termination or expiration of my employment or service.

I agree that this agreement shall be construed and controlled by the laws of the District of Columbia, and further consent to jurisdiction by the state and federal courts sitting in the District of Columbia.

\_\_\_\_\_  
Signed

\_\_\_\_\_  
Date