

APPENDIX A

NOMINATION ADVISORY COUNCIL GUIDELINES

A. Director Selection Criteria

The Council shall evaluate and select candidates for election to the Board in accordance with the general and specific criteria set forth below or determined as provided below. *Director, Michael Chase* and *Ms. Melissa McKinney, Associate Executive Director* will be Co-Chairs. The remaining council will be appointed by these two members and will consist of one (1) additional staff member and three (3) other persons appointed by the Co-Chairs. No other council members can be on the Board.

B. General Criteria

Upon receipt of any nomination or volunteers, the Council will review the qualifications to ensure that the prospect has satisfied the appropriate skills, experience, and other characteristics, with no actual or potential conflicts of interest with ECI, as well, is in good-standing in accordance with the following criteria:

- be an individual of the highest integrity with previous experience or skillsets that will augment the Board;
- work in a team atmosphere, but independently;
- be free of any conflict of interest that would violate any applicable law or regulation or interfere with the proper performance of the responsibilities of a director;
- be willing and able to devote sufficient time to the affairs of ECI and be diligent in fulfilling the responsibilities of a director and Board committee member. Board time dedications can range up to 20 hours or more in a month;
- have the capacity and desire to represent the best interests of the organization as a whole
- meet the qualifications and conditions set forth in Appendix B.

C. Specific Criteria

In addition to the foregoing, the Council may, if it deems it advisable from time to time, develop specific criteria outlining the skills, experience, expertise, backgrounds, and other characteristics that should be represented on the Board to enhance its effectiveness. Any such criteria should take into account the particular needs of ECI based on its business, size, growth objectives, community, customers and other characteristics and should be adjusted as these characteristics evolve.

D. Candidate Evaluation and Re-Evaluation

The Council should evaluate each new director candidate and each incumbent director before recommending that the Board nominate or re-nominate such person as a director based on the extent to which such individual meets the general criteria above and will contribute significantly to satisfying any specific criteria developed as described above.

E. Candidate Identification and Recommendation

The Council should seek to identify potential director candidates who will strengthen the Board and remedy any perceived deficiencies in its fulfillment of the specific criteria identified above. The Council should recommend to the Board the candidates for director to be nominated by the Board for election and to be added to the Board at any other time due to Board expansions, director resignations, retirements or otherwise.

APPENDIX B

BOARD OF DIRECTOR – SELECTION CRITERIA

1.0. DIRECTOR PROFILE

ECI seeks persons who understand and support the mission, vision, values, and purposes of the organization. This is an opportunity for an individual who is passionate about ECI's mission and who has a track record of leadership. Potential nominees should be willing to play an active role on the ECI Board and be committed to the promotion and growth of the organization and its Certified Professionals. Directors will serve a four (4) year term, and can be elected to a second term. Meetings are held monthly via teleconference, and in person quarterly. Other ad-hoc communication can also be expected. In addition, Directors are expected to chair and participate in various committees and coordinate special projects. A Director of ECI should also:

1. Become familiar with and committed to the major responsibilities of a governing board, which are to:
 - i. Promote and support the mission and vision of ECI
 - ii. Approve and evaluate long-range plans, budgets, and major projects
 - iii. Ensure long-term viability
 - iv. Enhance the public image of ECI
 - v. Facilitate communication between ECI and Certified Professionals
 - vi. Promote relationships with industry organizations and agencies
 - vii. Critically assess one's own performance
 - viii. Adhere to the Director's duties of loyalty, fairness, honesty, and utmost good faith and fulfill all fiduciary duties
2. Devote time to learn how ECI functions; its uniqueness, strengths and needs; and its mission as a Certification Body within the stormwater community.
3. Prepare for, regularly attend, and actively participate in Board meetings and committee assignments.
4. Accept and abide by the legal and fiscal responsibilities of the Board as specified by its By-Laws, and federal, state and provincial laws and regulations.
5. Vote according to one's individual conviction, to constructively debate and vet opposing opinions; yet be willing to support decisions of the Board and work with fellow Directors in a spirit of cooperation.
6. Maintain the confidential nature of Board deliberations and to avoid acting as spokesperson for ECI unless specifically authorized to do so.
7. Understand the role of the Board as a policy-making body and to avoid inappropriate participation in administration of policy.

8. Comply with conflict of interest policies and disclosure forms developed by the Board, and to refrain from actions and involvements that might prove embarrassing to ECI and to resign if such actions or involvements develop.
9. To make judgments always on the basis of what is best for ECI and their Certified Professionals.
10. Review outcomes and metrics created by ECI for evaluating its impact, and regularly measuring its performance and effectiveness using those metrics.
11. Approve ECI's annual budget, audit reports, and material business decisions; being informed of, and meeting all, legal and fiduciary responsibilities.
12. Represent ECI to stakeholders; acting as an ambassador for the organization.
13. Ensure ECI's commitment to a diverse board and staff that reflects the communities ECI serves.

2.0. QUALIFICATIONS

Selected Board Directors will have achieved leadership stature in business, government, philanthropy, or the nonprofit sector. Additional qualifications may include:

1. Demonstrated experience and skills in one or more professional business areas, which include but not limited to: technical, management, legal, accounting, marketing, financial, and prior Board experience;
2. Diplomatic skills and a natural affinity for cultivating relationships and persuading, convening, facilitating, and building consensus among diverse individuals;
3. Personal qualities of integrity, credibility, and a passion for improving ECI for their Certified Professionals and the stormwater community;
4. Service on ECI's Board of Directors is without remuneration, except for administrative support, travel, and accommodation costs in relation to Board Members' duties;
5. You cannot have a conflict of interest with ECI and must be in good-standing.

In selecting members of the Board of Directors, the Nomination Advisory Council will consider the criteria set forth above. Other considerations may include:

1) *Industry Knowledge and Experience*

2) *Functional and Leadership Expertise*

- Previous leadership experience (Director, CEO, CFO, Manager, Business Owner, etc.)
- Areas of capacity-building expertise
- Understanding of corporate management

3) Governance Management Expertise

- A stated interest in advancing ECI's mission, vision, and purposes
- A stated commitment to ECI core values
- A stated commitment to the field and ECI's Certified Professionals
- A stated recognition of ECI's corporate fiduciary responsibilities
- A stated recognition of ECI's corporate property/resources and the responsibility to protect and further develop said property/resources
- Availability and flexibility to participate and commit time to governance activities and functions
- A stated commitment to act in the best interest of ECI and its Certified Professionals

4) Personal Qualities

- Results focused
- Visionary thinker
- Logical/analytical thinker
- Strategic thinking/planning skills
- Problem solving/decision-making skills
- Open minded and creative
- Collaborative
- Strong leadership skills
- Strong communication skills
- Ethical
- Accountable

3. CONFLICT OF INTEREST AND DIVERSIFICATION

The Board of Directors seeks a group of diverse individuals, with complimentary skillsets who are willing to dedicate the time and represent ECI in the highest regard to fulfill their fiduciary duties. The Selection Committee will disqualify any individual whose actions, affiliations, or endeavors (past or present) that would, to a normal and prudent person, potentially interfere with the person's ability to ensure confidentiality (including Board Resolution 1017-2014.01), proper representation and fulfillment of the necessary duties. This would also include competing certifications, any person enjoined in litigation, or involved in or previously disciplined for a Code of Conduct or Ethics Violations (Policy 6013.02-16).

No Board member or their company, or family (where the issue of Directness prevails) may enter into a technical contract with the organization (Board Resolution 1033-2014.01).

The Board has directed the Selection Committee to use their independent judgement and authority to vet candidates, and while they need to avoid being vague and over-broad, the Committee may choose to disqualify a candidate for any number of reasons, so long as the majority of the members agree. Such reasons can/may remain confidential, but will be reported to the Board to ensure fairness in the process.