



# Sustainable Purchasing Leadership Council Board of Directors & Strategic Advisory Committee Handbook

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# SUSTAINABLE PURCHASING LEADERSHIP COUNCIL

## Introduction

### Overview of the Board of Directors

The Sustainable Purchasing Leadership Council is a public charity whose mission is to support and recognize purchasing leadership that accelerates the transition to a prosperous and sustainable future. The SPLC is led by a Board of Directors that collaborates with the Membership and staff to advance this mission by building the Council into a definitive voice for leadership in sustainable purchasing. The Board of Directors stewards the mission, provides oversight, and is fiscally and legally responsible for all major decisions and actions of the Council.

The Founding Board is composed of six (6) appointed Directors, three (3) elected Directors, one (1) staff representative, and the President & CEO (ex officio; non-voting). The appointed Directors are appointed by the current Board of Directors. The elected Directors are elected by the Membership of the Council. In the future, the Board of Directors will evolve to include nine (9) elected Directors and three (3) appointed Directors. The Board is designed to ensure representation by the three Roles for Membership in the Council: (a) Purchaser; (b) Supplier; and (c) Public Interest Advocate.

### Overview of the Strategic Advisory Committee

A Strategic Advisory Committee is appointed by the Board of Directors to provide high-level strategic guidance to the Board and senior leadership on the overall direction and activities of the Council. The Strategic Advisory Committee does not have decision-making authority but is regularly invited to meet jointly with the Board, serving as a means for Board and staff to integrate diverse perspectives into decision-making.

### Eligibility

Any professional with appropriate skills, experience, and interest may be considered for appointed positions on the Board of Directors or Strategic Advisory Committee.

### Desired Qualifications

The Council seeks to appoint a Board and Strategic Advisory Committee that: (a) is committed to the mission and vision of the Council; (b) reflects the breadth of perspectives among stakeholders with an interest in sustainable purchasing; and (c) has demonstrated experience in the strategic role of institutional purchasing in sustainability leadership. All Board members are expected to commit to the Council's Code of Conduct.

### Time Commitment

Board members are appointed for a three year term. Minimum annual time commitments include:

- Four 3-hour conference calls per year
- Participation on at least one Board committee
- Up to 20 hours per year of informal input and advice, as needed

Strategic Advisory Committee (SAC) members are appointed for a three year term. Minimum annual time commitments include:

- Four 2-hour conference calls per year
- Up to 10 hours per year of informal input/advice, as needed

### Conflict of Interest Policy

All members of the Board of Directors are required to sign a statement agreeing to comply with the Conflict of Interest Policy of the SPLC.



## SPLC Code of Conduct

Each member of Board of Directors and Strategic Advisory Committee agrees to the SPLC Code of Conduct, which is currently stated as follows:

I commit to support the SPLC mission and to support leadership in sustainable purchasing, which includes:

- 1 **Taking responsibility** for the full life cycle consequences of final goods and services<sup>1</sup> purchasing;
- 2 **Meeting or exceeding baseline requirements** for performance and cost of purchased goods and services;
- 3 **Reducing material consumption and reusing materials** to the extent possible and appropriate;
- 4 **Optimizing benefits** for purchaser, planet, and society wherever possible;
- 5 **Accounting for the full life cycle**<sup>2</sup> economic, social, and environmental costs of goods and services;
- 6 **Prioritizing action** based on the materiality<sup>3</sup> of specific purchasing categories relative to overall spend;
- 7 **Integrating best available knowledge and science** to support decision-making;
- 8 **Connecting purchasing** with other functions and business units to achieve strategic objectives;
- 9 **Encouraging innovation**, best practices, and continuous improvement internally and externally;
- 10 **Promoting a credible marketplace** of requirements, standards, claims, and information management;
- 11 **Tracking, evaluating, and reporting** performance and non-competitive insights related to sustainable purchasing on a regular basis; and
- 12 **Advocating for government policies**, as appropriate, that promote sustainable purchasing.

As part of the SPLC's Code of Conduct, each member of Board of Directors and Strategic Advisory Committee also agrees to respect the need to hear equally from all Member roles defined in the Membership Policies and Procedures prior to making major decisions.

As the Principles for Leadership in Sustainable Purchasing are finalized, these Principles may replace or augment the SPLC Code of Conduct.

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<sup>1</sup> Final goods and services are goods and services purchased for final consumption/use by the purchasing entity.

<sup>2</sup> Full life cycle costs include the economic, social, and environmental costs of any material extraction, processing, manufacturing, distribution, use, and disposal activities associated with purchases of goods and services.

<sup>3</sup> For the Council, materiality is understood as a measure of the full life cycle economic, social and environmental costs of purchasing, adjusted to account for an organization's level of meaningful influence over these costs.



## Board (Group) Responsibilities

### 1 Ensure adequate resources.

One of the Board's foremost responsibilities is to work with the CEO to ensure and/or provide adequate resources for the organization to fulfill its mission.

### 2 Manage resources effectively.

The Board, in order to remain accountable to its donors and the public, and to safeguard its tax-exempt status, must assist in developing the budget and ensuring proper financial controls.

### 3 Maintain the organization's mission and purpose.

It is the Board's responsibility to periodically review the statement of mission and purpose for accuracy and validity. This statement should set out the organization's goals, means, and primary constituents. Each Board member should fully understand and support it.

### 4 Ensure effective organization planning.

As steward of the organization, the Board must actively participate with the staff in an overall planning process, and assist in implementing the plan's goals. The Board should help management to develop business plans, policy objectives, business strategies, and priorities.

### 5 Determine, monitor, and strengthen the organization's programs.

The Board's role in this area is to determine which programs are the most consistent with the organization's mission, and to monitor their effectiveness. By constantly reviewing the organization's work, the Board ensures the organization's capacity to carry out its programs.

### 6 Enhance the organization's public standing.

The Board is the organization's primary link to the community. Clearly articulating the organization's mission, accomplishments, and goals to the public, as well as garnering support from members of the community, are important elements of a public relations strategy.

### 7 Recruit and orient new board members, and assess board performance.

The Board must collectively select new Board members and orient them to their responsibilities, and the organization's history, needs, and challenges. By evaluating its performance, the Board can recognize its achievements and determine which areas need to be improved.

### 8 Ensure legal and ethical integrity and maintain accountability.

The Board is ultimately responsible for ensuring adherence to legal standards and ethical norms. The Board must establish pertinent policies and procedures, and adhere to provisions of the organization's bylaws and articles of incorporation.

### 9 Select, appoint, and review performance of the CEO.

The Board must also ensure that the chief executive, who has responsibility for administration of the organization, receives moral and professional support to further the organization's goals.



## Director (Individual) Responsibilities

- 1 Act as an ambassador
  - Communicate effectively and accurately about SPLC's mission and methodology
  - Stay informed about the organization's mission, services, policies, and programs
  - Suggest nominees to the board who can make significant contributions
  - Assist staff in securing media coverage for SPLC activities
- 2 Provide oversight and leadership
  - Attend Board meetings (4 per year; some by conference call)
  - Serve as an active member of a Board committee. Current or planned committees include: Development, Executive, Finance, Fundraising, Nominating, Program
  - Stay informed about Board business; review and comment on minutes and reports
  - Get to know other members; build working relationships that contribute to consensus
  - Follow conflict of interest and confidentiality policies
  - Assist the Board in carrying out its fiduciary responsibilities
  - Participate actively in the Board's annual evaluation and planning efforts
  - Serve for a term of three (3) years, optionally renewable for one additional term
- 3 Support organizational growth and development
  - Use personal influence and connections for the benefit of SPLC  
Assist staff in identifying and evaluating prospective funders and project partners – individuals, corporations, and foundations. Share in cultivation of key prospects
  - Continually offer additions and updates to the mailing/contact list (potential project partners, donors, sponsors, prospects, volunteers)
  - Participate actively in ongoing strategic development of SPLC as an effective, well-managed, well-respected organization
  - Keep up-to-date on developments in SPLC's field
  - Follow developments in the community, economy, government, etc. that may affect SPLC
  - Provide contacts and/or expertise in one or more of the following areas:
    - Financial management and accounting
    - Organizational development and growth
    - General management
    - Fundraising
    - Project-related expertise
    - Legal issues
    - Non-profit operations
    - Information technology
- 4 Support collective actions and decisions of the Board as a whole



## Board Member Qualifications

### Commitment

- Is willing to contribute personal and financial resources to the organization, and to cultivate and solicit outside funds
- Is prepared to set aside any potential conflict between personal or individual business interests to support the well-being of the organization
- Has concern for the organization's development, and is willing to learn about the substantive program area of the organization

### Character

- Is friendly, responsive, and patient, and has a sense of humor
- Works well with individuals and groups
- Has a developed sense of values and personal integrity
- Can listen, analyze, and think clearly and creatively

### Responsibility

- Is willing to prepare for and attend Board and committee meetings
- Will take responsibility and follow through on assignments

### Connectivity

- Can open doors in the communities with which the organization works
- Can recruit board members and other volunteers

### Uniqueness

- Has a background and contacts that differ from--but complements--those of the other Directors--this diversity is vital to maintaining a "balanced" board composition
- Can bring a variety of skills, experience, and diversity to the organization

### Flexibility

- Is willing to develop skills needed in order to be an effective board member (e.g., the ability to read and understand financial statements)
- Is sensitive to and tolerant of differing views and opinions
- Is not hesitant to ask questions



## Board of Director Roles

### Chair

- Is a member of the Board
- Is a partner with the CEO in achieving the organization's mission
- Provides leadership to the Board of Directors
- Chairs meetings of the Board after developing the agenda with the CEO
- Encourages the Board's role in strategic planning
- Appoints the chairpersons of committees, in consultation with other Board members
- Serves ex officio as a member of committees and attends their meetings when invited
- Discusses issues confronting the organization or Board with the CEO
- Helps mediate Board actions with respect to organizational priorities and governance
- Monitors financial planning and financial reports
- Plays a leading role in fundraising activities
- Formally evaluates the performance of the CEO
- Informally evaluates the effectiveness of Board members
- Evaluates annually the performance of the organization in achieving its mission
- Performs other responsibilities assigned by the Board

### Chair Elect

- Is a member of the Board
- Performs Chair responsibilities when the Chair cannot be available (see Chair)
- Works closely with the Chair and other staff
- Participates closely with the Chair to develop and implement officer transition plans
- Performs other responsibilities as assigned by the Board

### Secretary

- Is a member of the Board
- Maintains records of the Board and ensures management of organization's records
- Manages minutes of Board meetings
- Ensures minutes are distributed to members shortly after each meeting
- Is sufficiently familiar with legal issues to note applicability during meetings

### Treasurer

- Is a member of the Board
- Manages finances of the organization
- Administrates fiscal matters of the organization
- Provides annual budget to the Board for members' approval
- Ensures development and Board review of financial policies and procedures

## Board of Director Roles, continued

### Board Member

- Regularly attends Board meetings and important related meetings
- Makes serious commitment to participate actively in committee work
- Volunteers for and accepts assignments, completing them thoroughly and on time
- Stays informed about committee matters, prepares themselves well for meetings, and reviews and comments on minutes and reports
- Builds a collegial working relationship that contributes to consensus
- Is an active participant in the committee's annual evaluation and planning efforts
- Participates in fund raising for the organization

### Committee Chair

- Is a member of the Board
- Sets tone for committee work
- Ensures that members have the information/materials needed to do their jobs
- Oversees the logistics of committee's operations
- Reports to the Board's Chair
- Reports to the full Board on committee's decisions/recommendations
- Works with the CEO and other staff as agreed by the CEO
- Assigns work to the committee members, sets the agenda and runs the meetings
- Ensures distribution of meeting minutes
- Initiates and leads the committee's annual evaluation

## Standing Committees

### Executive Committee

- Is composed of the Chair, Chair Elect, Treasurer, Secretary, and President/CEO
- Is able to exercise the authority of the Board as delegated by the Board
- Reports all decisions/recommendations to the full Board
- Performs duties of the Executive Committee as described in the Bylaws (§ X.1)
- Appoints the members of other Board-level Committees
- Appoints the members of Technical Advisory Groups

### Governance Committee

- Periodically reviews the governance procedures of the SPLC to ensure that they support advancement of the mission
- Makes recommendations on governance changes to the Board

### Finance and Audit Committee

- Supports the Treasurer and President/CEO in financial management of the SPLC
- Makes recommendations to the full Board on financial matters
- Solicits and reviews financial audit reports, as appropriate
- Reports to the full Board on the results of financial audit reports