

USSD
U.S. National Committee of ICOLD



HANDBOOK FOR BOARD OF DIRECTORS ELECTIONS

For Candidates

September 25, 2023

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Introduction

Thank you for your interest in serving on the United States Society on Dams Board of Directors (BOD). This handbook will give you a better understanding of the opportunities available on the BOD. It is intended to help you determine how your knowledge, skills, and expertise may contribute to the advancement of USSD. Additionally, the information provided is intended to provide insight into how election to the BOD would fit with your plans, professional goals, and experiences.

Specific requirements, duties, responsibilities, and expectations are listed in this handbook. If, after reviewing this handbook, you have additional questions or would like to learn more about serving on the BOD, we encourage you to contact the USSD Executive Director.

About USSD

The United States Society on Dams is dedicated to advancing the role of dam and levee systems and building the community of practice.

Our members are professionals who advance the environmentally sustainable science of planning, design, construction, operation and maintenance of dams, levees and associated civil engineering projects. They lead the nation, and work with partner organizations worldwide to resolve the world's most critical resource problem: access to clean water.

USSD is the United States member of the International Commission on Large Dams (ICOLD). ICOLD leads the international dam profession in setting standards and guidelines to ensure that dams are built and operated safely; efficiently; economically; and are both environmentally sustainable and socially equitable.

USSD 2023 Board of Directors

POSITION	NAME	COMPANY
President	Dina Hunt	Gannett Fleming, Inc.
Vice President	Matt Muto	Southern California Edison
Treasurer	Bill Foos	Gannett Fleming, Inc.
Secretary	Christina Winckler	Anglo American
Immediate Past President	Del Shannon	Kiewit Engineering Group
Director	James Demby	Department of the Army
Director	Rod Eisenbraun	Bureau of Indian Affairs
Director	Georgette Hlepas	US Army Corps of Engineers
Director	Greg Paxson	Schnabel Engineering
Director	Bob Pike	Bureau of Reclamation
Director	Brandan Vavrek	Seattle City Light

Director	Jennifer Williams	AECOM
Ex-Officio	Catrice Jones	USSD – Executive Director

Positions on 2024 Ballot

There will be 3 open Director positions included on the ballot to serve on the 2024 Board of Directors.

The following positions will also be filled but will not be listed on the ballot. Their appointment will follow the process outlined in the Election and Nomination Policy.

- President
- Vice President
- Secretary
- Treasurer

Timeline

The following positions will be included on the ballot to serve on the 2024 Board of Directors:

Task	Date
<p>Intake of Potential Candidates: <i>A pool of potential candidates shall be developed based on:</i></p> <ul style="list-style-type: none"> • <i>Input from the general membership via online nomination form</i> • <i>Input from the Board</i> • <i>Input from Committee members</i> • <i>Recommendations from previous Committees</i> • <i>Members of the Board eligible for re-election</i> 	September 25, 2023 – October 11, 2023
<p>Initial Screening by Directors Nominating Committee: <i>An initial screening of potential candidates to identify a list of candidates for additional consideration, considering the following factors:</i></p> <ul style="list-style-type: none"> • <i>Active participation in USSD as demonstrated by participation in technical or operational committees or other activities</i> • <i>Contributions to the field of dams and dam safety</i> • <i>Leadership experience (manager, technical lead, etc.)</i> • <i>Avoiding significant over-representation of a single company or organization</i> • <i>Review nominating submissions</i> • <i>Reduce candidates if needed</i> 	October 11, 2023 – October 17, 2023
<p>Outreach to Potential Candidates: <i>Members of the Committee should contact potential candidates on the screened list to:</i></p> <ul style="list-style-type: none"> • <i>Confirm interest in serving on the Board</i> • <i>Confirm support from the individual's management for participating in Board activities (if applicable)</i> • <i>Identify any potential conflicts of interest that might arise during their service on the Board, and how these conflicts might be mitigated (e.g., abstaining from votes on certain matters)</i> 	October 17, 2023 – October 20, 2023

<ul style="list-style-type: none"> • <i>It should be communicated clearly that the discussions relate to a potential nomination, and that a final candidate slate has not been determined.</i> • <i>Give potential candidates an opportunity (up to 15 minutes) to express what they believe they could contribute to the Board and what goals they would have for their service.</i> 	
<p>Recommendation of Candidate Slate by the Committee:</p> <ul style="list-style-type: none"> • <i>Review the pool of potential candidates who are willing to serve.</i> • <i>The slate should generally have twice as many candidates as there are open positions on the Board. If the slate features more or fewer candidates, the justification must be documented.</i> • <i>Slate will be transmitted to the Board at least two weeks prior to their vote, along with the documented rationales for the selection of each candidate and, if applicable, the justification of the number of candidates.</i> 	October 20, 2023 – October 25, 2023
<p>Approval of the Candidate Slate by the Board: <i>The Board shall vote to approve or disapprove the Candidate Slate.</i></p> <ul style="list-style-type: none"> • <i>If the Board approves the Candidate Slate, the Executive Director shall proceed with executing the election. If the Board disapproves of the Candidate Slate, specific directions must be provided to the Committee on what concerns need to be addressed. The Committee shall re-convene to address these concerns and present an amended Candidate Slate to the Board.</i> • <i>The process shall be repeated until a Candidate Slate is approved by the Board.</i> • <i>The number of nominees in the final election shall not exceed twice the number of vacancies to be filled.</i> 	October 26, 2023 - November 9, 2023
<p>Ballot emailed to USSD members:</p> <ul style="list-style-type: none"> • <i>Executive Director to ensure online voting is set up.</i> • <i>Members provided detailed candidate information via email.</i> 	By November 17, 2023
Voting Period	November 17, 2023 – December 18, 2023
Election Results Announced	By January 21, 2024

Guidance to be Considered in Nominating Process

Leaders come in all shapes and levels of experience; therefore, it is impossible to set definitive criteria which if met, will guarantee a strong, successful leader. It is unlikely the Board would function if all individuals serving in the various offices were strong, successful leaders with the same qualifications and experience. The USSD Board, like any other, needs a diverse group of individuals who are committed and loyal to the organization, who possess knowledge of the workings of the various committees, who are willing to commit the time and energy needed to serve in a leadership role, and who bring to the table a perspective that is representative of some portion of the membership.

With that in mind, the following criteria are offered for consideration of any member nominated for office.

- Commitment:

- Has the individual been an active member of USSD for some period?
- Has the individual served on one or more committees? If so, on which committee(s) did they serve, and what role did they take in helping the committee(s) achieve its goals?
- Leadership:
 - Has the individual served in a leadership role of one or more committees?
 - Has the individual led an initiative that has had a significant impact on the industry?
- Knowledge of the Organization:
 - Is the individual familiar with the organizational structure, and do they understand the relationship between the committees and the Board?
- Support of Employer:
 - Does the individual have the support of their employer—specifically, will they provide time so that this person can attend all Board functions, including regular Board meetings, Regional and National meetings, work sessions, and some committee meetings?
 - Is the individual aware that financial support could be needed for events not paid for by USSD?
- Diversity:
 - Will the individual contribute to the diversity of leadership of USSD through one or more of the following: Employment, geographic representation, gender/ethnicity, or professional experience?

Board Description and Positions

The members of the BOD will support the work of USSD and provide mission-based leadership and strategic governance. While day-to-day operations are led by USSD’s Executive Director, the Board-CEO relationship is a partnership, and the appropriate involvement of the Board is both critical and expected. Specific Board Member responsibilities include:

- Leadership, governance, and oversight
- Working as a team with the Board and Executive Director; developing and implementing USSD’s strategic plan.
- Reviewing outcomes and metrics created by USSD for evaluating its impact and regularly measuring its performance and effectiveness using those metrics.
- Reviewing the agenda and supporting materials before board and committee meetings.
- Exercising voting rights to execute the business of USSD.
- Approving USSD’s annual budget, audit reports, and material business decisions; being informed of and meeting all legal and fiduciary responsibilities.
- Instituting policies that convey USSD values and perspectives to ensure consistent, legal, and ethical operations.
- Contributing, as requested, to an annual performance evaluation of the Executive Director.
- Assisting in identifying and recruiting other Board Members to ensure that USSD’s commitment to a diverse board and staff reflects the community of practice.
- Serving as a liaison or member of committees/task forces and taking on special assignments as assigned by the President.
- Participating in regular Board performance evaluations.
- Attending the major events sponsored by USSD, including the Annual Conference.
- Representing USSD to stakeholders; acting as an ambassador for the organization.

Board Meetings will be held at least once a quarter per the bylaws. The date, method, location, and time of meeting will be designated by the President with input from the Board. All Board members are responsible for reviewing all materials provided by the Executive Director in advance of Board Meetings to conduct meetings expeditiously and conscientiously. A description of position-specific responsibilities and an estimate of Board Member time requirements are provided below.

BOD service is an extraordinary opportunity for an individual who is passionate about USSD's mission and vision and who has a track record of leadership, particularly within USSD's Committees and the industry of practice. Previous experience as a committee leader is strongly recommended. Individuals seeking a Board position are required to be members in good standing of USSD.

Selected Board Members will also have achieved leadership stature in the dam/levee sector. Ideal candidates will have the following qualifications:

- Extensive professional experience with significant leadership accomplishments in the dam and levee industry.
- A commitment to and understanding of USSD's beneficiaries, preferably based on experience.
- Savvy diplomatic skills and a natural affinity for cultivating relationships and persuading, convening, facilitating, and building consensus among diverse individuals.
- Personal qualities of integrity, credibility, and a passion for improving the lives of USSD's beneficiaries.
- Willingness and ability to invest the necessary time required to fulfill the responsibilities as described.

Service on USSD's Board of Directors is without remuneration, except for administrative support and travel and accommodation costs in relation to Board Members' duties as described in the policy.

Members of the Executive Committee

The Executive Committee is composed of the President, Vice President, Secretary, Treasurer, Immediate Past President, and Executive Director, with the President presiding. The Executive Committee meets routinely outside of regular BOD meetings.

Description of Position-Specific Responsibilities

President

Average Monthly Time Commitment = 15-20 hours

- Presides over the Board of Director and Executive Committee Meetings.
- Sets the agenda for Board Meetings with the Executive Director.
- Directs the work of the Executive Director and advises on priorities.
- Serves as the Chair of the Board Officer Nominating Committee.
- Represent USSD at ICOLD annual meeting and other events as needed.
- Serves as one of the signatories on bank accounts.

Vice President

Average Monthly Time Commitment = 10-15 hours

- In the absence of the President, presides over the Board of Director and Executive Committee Meetings.
- Serves on the Executive Committee.
- Attends Board meetings.
- Oversees USSD Committees, regularly reviewing committee activities and progress.
- Perform duties as assigned by the President or the Board of Directors.

Secretary

Average Monthly Time Commitment = 5-10 hours

- Serves on the Executive Committee.
- Attends Board Meetings.
- Perform other duties as delegated by the President or the Board of Directors.
- Oversees USSD Committees, regularly reviewing committee activities and progress.
- Provide oversight in maintenance and revisions of the Operations Manual and Bylaws.

Treasurer

Average Monthly Time Commitment = 5-10 hours

- Serves on the Executive Committee.
- Attends Board Meetings.
- Perform other duties as delegated by the President or the Board of Directors.
- Serve as Chair of the Finance Committee.
- Assist the Executive Director in the preparation of the annual budget.
- Advise the Board of Directors on matters related to fiscal policy, records retention and fraud-protection and conformity to generally established accounting principles.

Immediate Past President

Average Monthly Time Commitment = 5-8 hours

- Serves on the Executive Committee.
- Attends Board Meetings.
- Serves as the primary liaison to ICOLD and oversees TCN assignments.
- Serves on the Chair of the Board Member Nominating Committee.

Directors

Average Monthly Time Commitment = 5-8 hours

- Attends Board meetings.
- Oversees USSD Committees, regularly reviewing committee activities and progress.

Executive Director

The Executive Director serves as the chief executive of the Society in accordance with these Bylaws, the Operations Manual, and the Employment Contract. The Executive Director is responsible for the active daily management of the affairs of the Society and its interactions with the Central Office of the International Commission on Large Dams (ICOLD). The Executive Director serves at the discretion of the Board of Directors and reports directly to the USSD President.

Nomination Submissions

Individuals wishing to nominate themselves or another person must complete a nomination packet. Details can be found on the Board page of the USSD website.

Nominating Committee Commitment

Each member of the Nominating Committee must agree to and acknowledge the following:

The primary duty of each member of the Nominating Committee(s) for USSD is to select, in a fair and unbiased way, the candidates to be nominated for each office being filled by USSD. The nominations by this committee are to be made pursuant to the detailed guidance specified in the By-laws of USSD.

To accomplish these responsibilities, each member of the Nominating Committee is to be free of any conflict of interest. If, as a Nominating Committee member, you (or your associates) stand to gain from a particular nomination to be made by the committee, you have an affirmative obligation to notify the Chair of the Committee, and you are not to participate in the discussion or vote on that nomination. Furthermore, you must not use your influence to sway the view of any committee member in arriving at his or her personal decision in voting for that nomination.

A committee member who ignores these requirements may be committing an illegal act and may not be entitled to any protection pursuant to the indemnification By-law. Additionally, you may not be entitled to the protection provided by committee members of not-for-profit organizations under applicable state laws.