

Resolution No. 2016 - 01

Resolution to Establish the Leadership Transition Council

Board of Directors: June 23, 2016

RESOLUTION TO ESTABLISH COMMITTEE OF THE BOARD NAMED THE LEADERSHIP TRANSITION COUNCIL WITH DELEGATION OF CERTAIN AUTHORITY REGARDING HIRING AND OVERSIGHT OF AN EXECUTIVE DIRECTOR

WHEREAS, the Board or Directors finds that the best interest of the members and industry would be served by obtaining the services of an Executive Director to manage and direct the affairs of the Association under the strategic guidance of and accountability to the Board;

WHEREAS, certain members of the Association have volunteered to fund for two years the Association's transition to Executive Director leadership under conditions detailed herein;

WHEREAS, the Board of Directors has provided for the establishment of committees of the Board pursuant to Article VIII Committees, Section 2 of the Bylaws of the National Mitigation Banking Association as amended March 3, 2016.

RESOLVED, that the Board of Directors hereby establishes a LEADERSHIP TRANSITION COUNCIL currently consisting of representatives from 3 Funding Members (Ecosystem Investment Partners, Resource Environmental Solutions, and Westervelt), the President, and Vice President, with the following powers and duties:

- Ensure sufficient funds are available to support the Executive Director role for a two year period
- Perform the Executive Director search, selection and hiring with consultation from the Board
- Provide oversight and management of the Executive Director for up to two years of transition, after which the Council dissolves;
- Manage and coordinate directly with new Executive Director on key initiatives; ○
Implementation of Board-approved Strategic Plan
 - Membership Recruitment ○ New Conference Event ○ Congressional Initiative ○ Budget of the Association
 - Structure of the Board and Board Committees

BE IT FURTHER RESOLVED:

That the Board of Directors hereby establishes the role of EXECUTIVE DIRECTOR, which shall be vested with the following powers and duties, subject to oversight by the LEADERSHIP TRANSITION COUNCIL; ○ Membership

Recruitment

- Management of the overall budget and re-allocation of specific budget line item amounts within the constraints of maintaining an ending annual balance as defined in the Board-approved budget after consideration of expenses associated with the EXECUTIVE DIRECTOR position and funding provided by the FUNDING MEMBERS, with any such changes from the Board approved budget to be subject to approval by the LEADERSHIP TRANSITION COUNCIL
- Preparation of annual budgets for Board approval
- Interaction with members of Congress, regulatory agencies, press and other entities as needed to advance the mission of the Association
- Facilitating the work of the standing committees as these committees are strategically directed by the Board through its Strategic Plan
- Coordination of Association Member interaction with members of Congress, regulatory agencies, press and other entities as deemed best by the EXECUTIVE DIRECTOR to advance the mission of the Association ○ Manage the administrative functions of the Association using a Board-approved administrative services vendor

BE IT FURTHER RESOLVED:

That the Board of Directors hereby establishes a LEADERSHIP TRANSITION COUNCIL to conduct the business of hiring and managing an Executive Director to serve on behalf of the National Mitigation Banking Association and its members with consultation from the Board.

The LEADERSHIP TRANSITION COUNCIL may exercise those powers and functions and perform those duties with the same force and effect as the Board of Directors only as it relates to powers and duties ascribed herein.

BE IT FURTHER RESOLVED that the Funding Members commit to funding the Executive Director initiative for two years. Funding shall be determined on a quarterly basis after consideration of current finances, budget, membership levels, and potential cost saving efforts. The investment expected of each Funding Member is estimated to be \$150,000.

BE IT FURTHER RESOLVED that the members of the LEADERSHIP TRANSITION COUNCIL, including the President and Vice President, shall consult with the Board of Directors on the overall budget and any concerns with the performance of the Executive Director.

I, Donna Collier, Secretary of the Board of Directors, hereby certify that the foregoing resolution was adopted by the Board of Directors at their regular meeting held June 23, 2016.



Donna Collier
Secretary

Date: June 23, 2016