



Operating Guide

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Table of Contents

Introduction

Category I: College of Fellows

- 1.0 Related Entities
- 1.1 College of Fellows Definition
- 1.2 College of Fellow Job Products

Category II: COF Executive Committee Operations

- 2.0 Executive Committee Definition
- 2.1 Executive Committee Structure
- 2.2 Executive Committee Members' Individual Responsibilities
- 2.3 Chancellor's Role and Authority
- 2.4 Executive Committee Agenda Preparation
- 2.5 Executive Committee Member Code of Conduct
- 2.6 Nomination and Election of Executive Committee
- 2.7 Sub-Committee Structure
- 2.8 Budgeting Authority for COF Prerogatives
- 2.9 Financial Report Schedule

Introduction

This Operating Guide contains the current performance standards, values and expectations of The Construction Specifications Institute College of Fellows ("COF").

1. **Purpose:** To help the College of Fellows approach decisions from the perspective of its own, previously established standards (i.e. the College of Fellows bylaws), values and expectations.
 - A. Providing clear policies to guide the COF Executive Committee members and the Fellows.
 - B. Further clarifying the relationship between the CSI College of Fellows, the Construction Specifications Institute (CSI), and the CSI Foundation (CSI-F)
2. **Consistency:** The COF Executive Committee, which is elected by the College of Fellows to make decisions on behalf of the College, will work with CSI staff to ensure that each policy in this document is consistent with the CSI Board Governing Policies and the CSI Foundation Board Governing Policies all of which have precedence over this COF Operating Guide operations manual. Except for time-limited or procedural-only COF Executive Committee decisions (approving minutes, appointing COF sub-committees, etc.), which are recorded in meeting minutes, all standing COF policies shall be included or referred to in this document.
3. **COF/Staff Relationship:** The CEO/staff Liaison is responsible for developing operational and administrative policies and procedures that are consistent with the standards set forth in this Manual. While the staff is responsible for the administration of the College of Fellows and the COF Executive Committee, neither the College of Fellows, nor the COF Ex Committee has authority over the CEO/staff. The staff liaison is delegated by the CEO to serve as a non-voting ex-officio resource for the College of Fellows and is accountable to the College of Fellows and the Executive Committee as a whole and not to individual committee members. Therefore, the relationship between the staff liaison and individual members of the Executive Committee, including the Chancellor, is collegial and not hierarchical.
4. **Transition:** These updated policies supersede previous College of Fellows resolutions. If an actual or apparent conflict arises between this Guide and other policies or COF Executive Committee resolutions, the matter shall be brought to the COF Executive Committee for resolution, and if a resolution cannot be reached, then to the CSI Board's attention for resolution.
5. **Changes:** The Executive Committee will regularly review these policies and, as appropriate, refine them. Proposed revisions may be submitted for CSI Board consideration, by any committee member or the Chancellor or by the CSI Chief Executive Officer (CEO). Whenever changes are adopted, the updated document will be dated and promptly disseminated to the COF, CSI Board of Directors, and CSI-F Board of Trustees.

Policy 1.0 Related Entities

Date of adoption / Last revision: October 5, 2018

Per Section 2.9 of the CSI Governing Policies: Related Entities

"Related Entities," for CSI's purposes, have significant purposes in common with CSI and are neither a Board committee or a committee formed under the authority of the CEO. Related entities are formed via the authority of the CSI Board of Directors, and are considered entities of CSI. The CSI Foundation and the CSI College of Fellows are both considered Related Entities, with the CSI Foundation being a separate corporation and a "supporting organization" of CSI, and the CSI College of Fellows being a part of CSI. Therefore, while Related Entities may exercise a certain degree of independence, Related Entities exist to support CSI's mission and related Ends, and finances are reported as consolidated with CSI's. Related Entities are not to interfere with the Board's delegation of authority to the CEO, or the CEO's to other staff.

Accordingly:

1. Related Entity governing documents and policies may not conflict with CSI governing documents and Board Governing Policies. To the extent that any action or policy conflict may exist, the action and policies of CSI supersede all others.
2. Related Entities are to help the Board, and the CSI Foundation Board, do its job, not to exercise authority over the staff or create programs independent of the Board, its governing policies, or CSI.
3. Related Entities may only speak or act for the Board or CSI when formally given such authority for specific and/or time-limited purposes. Expectations and authority will be carefully stated (in the *Related Entity Structure* policy) in order not to conflict with authority delegated to the CEO.
4. As the CEO works for the full CSI Board, he or she will not be required to seek approval of a Related Entity before an executive action.
5. The composition of each entity and its purpose is to be evaluated annually to assure continuity and relevance.
 - A. Except as otherwise provided by the Bylaws or Board policy, Related Entity chairs shall not serve in that capacity for more than two consecutive one-year terms.
6. Related Entity Chairs—or their equivalent—shall ensure that an Operating Guide for use in conducting the activities of the entity is created, maintained, and updated annually, and periodically reviewed by the Board.
7. Unless specifically authorized by the Board, a Related Entity may not make any commitment of organizational resources or funds.

Policy 1.1 College of Fellows Definition

Date of adoption / Last revision: October 5, 2018

The CSI College of Fellows is defined as follows:

The College of Fellows of the Construction Specifications Institute is composed of those individuals who have been advanced to Fellowship, have the right to use the initials FCSI, and to use the title Fellow of the Construction Specifications Institute, all in accordance with the CSI Bylaws.

- A. **Authority:** To generate revenue and expend resources as allocated and consistent with the CSI Board of Directors and CSI Foundation's Board of Trustees' governing policies.
 - 1. To recommend to the CSI Foundation Board of Trustees, when called for, recipients of donor-restricted funds or scholarships.
- B. **Composition:** The Fellows of CSI in good standing. The College of Fellows elects its own leadership.

Policy 1.2 College of Fellows Job Products

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The College of Fellows has certain work that has been delegated to it from the CSI Board of Directors and CSI Foundation Board of Trustees:

1. **Support of the Ends:** The College of Fellows will work in support of the respective Boards and staff to achieve CSI and CSI Foundation Ends, taking into account work delegated by the Boards' governing policies.
2. **Knowledge Expertise:** working in concert with the CEO or staff designee, provide an organized and formal method to leverage the knowledge and expertise of the Fellows as a group for the betterment of CSI at all levels and provide a forum by which the Fellows, as individuals and as a group, can increase their contributions to CSI.
3. **Organizational Coordination:** Per CSI Board Governing Policy 2.10.2.b, Related Entity Structure, Coordinate its events and fundraising activities with the CEO, the Jury of Fellows, and the CSI Foundation consistent with the Board's governing policies.
4. **Mentorship:** Supporting and participating in CSI mentoring programs designed by staff.
5. **Fund Procurement:** The Executive Committee will challenge themselves, the Fellows and others to support the CSI Foundation and the various COF Funds within.
6. **COF Executive Committee Work Plan:** The Executive Committee will create an annual work plan outlining the COF's yearly work within boundaries of the Boards' governing policies by March 31st of each year.

Policy 2.0 COF Executive Committee Definition

Date of adoption / Last revision: October 5, 2018

The CSI College of Fellows Executive Committee exists to help facilitate the work of the College of Fellows within CSI.

Policy 2.1 Executive Committee Structure

Date of adoption / Last revision: October 5, 2018

The COF Executive Committee is comprised of the following positions

1. The **Chancellor** shall preside at all meetings of the Executive Committee and the College Fellows. As the College's chief governance officer, the Chancellor shall assure the College's fulfillment of its governance duties as prescribed by these policies and the Board's governing policies then in-effect. The Chancellor is the College of Fellows liaison to the CSI Board Chair, the CSI F Board Chair, and the CEO. The Chancellor may not serve as a member of the COF Nominating Sub-Committee or the Jury of Fellows. The Chancellor serves a single one-year term starting November 1st each year following the COF Annual Business Meeting, that shall immediately follow a term as Vice Chancellor.
2. The **Vice Chancellor** shall have such assignments as may be made by the Executive Committee. In the temporary absence or disability of the Chancellor, the Vice Chancellor shall discharge the duties of the Chancellor. Consistent with the Board's governing policies related to investments and financial affairs, the Vice Chancellor shall review the care and custody of the money and funds related to the College; ensure that Executive Committee requests for disbursements are conveyed to the appropriate CSI entities. The Vice Chancellor serve a single one-year term, starting November 1st each year following the COF Annual Business Meeting as Vice Chancellor and shall succeed to the position of Chancellor.
3. The **Secretary** shall keep or cause to be kept a record of attendance and the minutes of all meetings of the College and the Executive Committee; ensure that the College's governing documents are maintained and updated to reflect revisions duly made; ensure the giving of proper notice of meetings of the College and the Executive Committee; and perform such other duties as may be prescribed from time to time by the Executive Committee. The Secretary serves a single two-year term of office starting November 1st following the COF Annual Business Meeting.
4. The **Member-at-Large** shall perform duties assigned by the Executive Committee of the College of Fellows or by the Chancellor. The Director serves a single two-year term of office starting November 1st following the COF Annual Business Meeting
5. The **Immediate Past Chancellor** shall perform duties assigned by the Executive Committee of the College of Fellows and serves a single one-year term immediately following the term as Chancellor.
6. The **Chair of the Jury of Fellows**, whose term is outlined in the CSI Board Governing Policies, Policy 2.8.8.C, Board Committee Structure, shall serve a one-year term as an ex-officio non-voting member of the Executive Committee of the College of Fellows.
7. The voting members of the Executive Committee may, with a majority vote, add additional ex-officio non-voting members to the Executive Committee to complete the work of the committee.

Policy 2.2 Executive Committee' Individual Responsibilities

Date of adoption / Last revision: October 5, 2018

Executive Committee member engagement and participation is integral to the Executive Committee's success.

Therefore, each Executive Committee member is expected to fulfill the following responsibilities:

1. **Commitment:** Prospective Executive Committee members are expected to, as part of acceptance of nomination, and then annually as committee members, sign a Letter of Commitment indicating that they have reviewed and commit to abide by CSI's Bylaws, the CSI Board Governing Policies and this Operating Guide, as may be amended from time to time.
2. **Attendance:** Executive Committee members are expected to attend committee meetings on a regular and punctual basis. Absence from more than one-third of the Committee's regularly scheduled meetings, in any year will constitute that member's resignation from the Committee.
 - A. In case of extenuating circumstances, a committee member may request a waiver to this provision.
3. **Preparation and Participation:** Executive Committee members are expected to review agenda materials in advance of Board and committee meetings and to participate productively in discussions.
4. **Speaking with One Voice:** Executive Committee members will adhere when speaking to management, the CSI and CSI Foundation Boards and the College of Fellows with one voice, with the Chancellor serving as the designated representative to speak on behalf of the Executive Committee.
5. **Responsiveness:** Committee members will be attentive to committee communications and respond promptly to staff and committee member requests for feedback.
6. **Members as Individuals:** The staff liaison is accountable to the Executive Committee as a whole and not to individual committee members. Therefore, the relationship between the staff liaison and individual members of the Executive Committee, including the Chancellor, is collegial and not hierarchical.

Policy 2.3 Chancellor's Role and Authority

Date of adoption / Last revision: October 5, 2018

As the COF Executive Committee leader, the Chancellor's primary role is to ensure the fulfillment of the committee's responsibilities as delegated by the CSI Board in Section 2.9.6, Related Entity Principles of the CSI Board Governing Policies and to facilitate communication between the COF and the CSI Board and CSI Foundation Board.

Accordingly:

1. The Chancellor's job is to ensure that the committee acts in a manner consistent with CSI policies.
 - A. Ensure that an Operating Guide for use in conducting the activities of the entity is created, maintained, and updated annually, and periodically reviewed by the CSI Board
 - B. Agenda content will include only those issues that clearly (according to section 2.9, Related Entity Principles of the CSI Board Governing Policies and this operating guide) belong to the Executive Committee to decide, consider, or to monitor, or to otherwise inform/educate the Executive Committee so it can best fulfill its responsibilities.
 - C. Deliberation will be fair, open, thorough, timely, orderly, and kept to the point.
 - D. The Chancellor is empowered to preside at COF Executive Committee meetings with the commonly accepted power of that position, such as ruling and recognizing.
 - E. The Chancellor has no authority to make decisions within the CSI Board's Ends and Management Parameters policy areas.
 - F. The Chancellor does not have authority to supervise or direct the CEO or the staff liaison.

Policy 2.4 Executive Committee Agenda Preparation

Date of adoption / Last revision: October 5, 2018

1. **Meeting Agendas:** The Chancellor will determine the agenda for any particular meeting, although individual Executive Committee members, Sub-committee members or the staff liaison and the CEO may request or recommend any appropriate matters for Executive Committee's consideration.
 - A. The recommendation or request for a matter to be included on an agenda for discussion may be made by submitting the item to the Chancellor at least thirty (30) days prior to the regularly scheduled face-to face COF Annual Business Meeting, and fourteen (14) days prior to regularly scheduled teleconference meetings.
 - B. To ensure preparation and informed participation, meeting agendas and packets (background materials for decision items on the agenda, monitoring reports, etc.) are to be received by Executive Committee members at least fourteen (14) days prior to the scheduled face-to-face COF Annual Business Meeting and seven (7) days prior to regularly scheduled teleconference committee meetings.
 - C. By an affirmative vote of a majority of those present, additional matters may be added to the agenda of any regular meeting.

Policy 2.5 Executive Committee' Code of Conduct

Date of adoption / Last revision: October 5, 2018

CSI and the College of Fellows expects of itself and its committee members and volunteers ethical, professional and lawful conduct, including proper use of authority and appropriate decorum when acting as volunteers. Accordingly:

1. **Conflict of Interest Avoidance:** Committee members and CSI volunteers must avoid any conflict of interest with respect to their fiduciary responsibility.
 - A. There must be no self-dealing or any conduct of private business or personal services between any committee member or volunteer and the Institute except as procedurally controlled to assure openness, competitive opportunity and equal access to inside information.
 - B. When the committee member or volunteer has an actual or potential conflict of interest, that member shall disclose the conflict to the Committee Chair or staff liaison and recuse herself or himself without comment from not only the vote, but also from the deliberation.
 - i. A conflicting interest exists when a Committee members or CSI volunteer and a related party have a beneficial financial interest in the transaction of sufficient significance that it would reasonably be expected to exert an influence on another's judgment if he or she were called upon to vote on the matter. Related parties include the committee member's or volunteer's spouse, significant other, parents, children, siblings, siblings of the parent or spouse, and all other persons or entities in which the committee member or volunteer has an interest, partner, agent, or employee, or exerts control or influence, either directly or indirectly.
 - ii. Committee members or CSI volunteers will annually sign a written statement affirming they have received, reviewed and understand this *Conflict of Interest* policy, and disclosing their involvements and interests that could give rise to a conflict of interest including, but not limited to their involvement or those of family members, as directors or officers of other organizations with vendors or other affiliations with other entities that might reasonably be perceived as a conflict. Committee members or CSI volunteers will promptly update their disclosures if, during the year, a material change in circumstances should occur.
 - iii. Committee members or CSI volunteers must not exert undue influence to obtain staff employment for themselves, family members or other individuals. Should a committee member or volunteer apply for staff employment, he or she must first resign from any volunteer responsibilities.
2. **Lack of Authority as Individuals:** Committee members or volunteers must not attempt to exercise individual authority over the organization.
 - A. Committee member or volunteer interactions with the CEO or with staff must recognize the lack of authority vested in individuals except when explicitly stipulated by the CSI Board or the CEO.
 - B. Committee member or volunteer interaction with the media, public or other entities must recognize that they are not to speak for the association, except to repeat explicitly stated association decisions.
 - C. Committee members or volunteers will not publicly express individual judgments of the performance of the CEO or of other employees.
3. **General Conduct:** Committee members and volunteers must respect the confidentiality appropriate to issues of a sensitive nature.
4. **Obligation to Address Concerns:** A Committee member or volunteer aware of credible information that suggests that this policy has been violated, by a committee, a committee member, staff liaison, or the CEO, has an affirmative obligation to bring the concern to the CEO. If the CEO is the subject of the concern, it should be brought to the CSI Board Chair.

Policy 2.5 Executive Committee' Code of Conduct (*continued*)

Last revision: October 5, 2018

5. **Process to Address Concerns re: Committee Member or Volunteer Actions:** If a Committee member or volunteer is alleged to have violated this Code of Conduct:
 - A. The CEO will have an informal discussion with the individual whose action(s) are questioned. If this is not successful in resolving the concern, then:
 - B. The CEO will discuss the issue with the CSI Board Chair, who may put the issue on the agenda for closed session.
 - C. A committee member or volunteer found by the CSI Board (by majority vote) to have violated this Code of Conduct may be subject to subsequent CSI Board action, as long as consistent with the CSI Bylaws.
6. **Written Acknowledgement:** All Committee members and volunteers are required to sign an acknowledgement of this policy annually.

Policy 2.6 Nomination and Election of Executive Committee Members

Date of adoption / Last revision: October 5, 2018

The College of Fellows elects its own leadership in accordance with the CSI Board Governing Policies 2.10.2, Related Entity Structure and the following procedures:

1. Nomination and Election of Executive Committee Members:
 - A. The Executive Committee shall appoint a Nominating subcommittee to propose a slate of candidates for election by those members present at the COF Annual Business Meeting. The proposed slate will be presented to the Fellows no less than 30 days before the Annual Business Meeting.
 - B. The Fellows present at the Annual Business Meeting shall elect new members to the Executive Committee each year to fill the expiring terms of existing officers. In odd numbered calendar years, a Secretary shall be elected and in the even number calendar years, a Member-at-Large shall be elected.
 - C. The members shall take office November 1st following the meeting at which they were elected.
2. Executive Committee Vacancies
 - A. In the event a Committee member cannot or does not fulfill the duties of the position, the remaining members of the Executive Committee shall appoint a member of the College of Fellows to serve out the original elected member's term. If the Chancellor's position become vacant, the Vice Chancellor shall immediately succeed to the unexpired term of the Chancellor, and on completion of that term, shall continue to serve as Chancellor for a full on-year term. The Executive Committee shall appoint a new Vice Chancellor who shall complete the term of the original Vice Chancellor but who, unless duly elected as Vice Chancellor, shall not succeed to the Chancellor's office. All officers shall remain in office until their successors are duly elected and installed.

Policy 2.7 Sub-committee Structure

Date of adoption / Last revision: October 5, 2018

Sub-committees are those established by and with authority emanating from the Executive Committee regardless of whether composition includes non-Fellows. The Sub-committees are put into place to help the COF Executive Committee do the work that has been delegated to the committee. The only Sub-committees are those set forth below. Unless otherwise specified, the staff liaison, will serve as a resource (non-voting member) for each Sub-committee.

1. The Nominating Sub-committee

- A. **Deliverable #1:** propose a slate of candidates for election by those members present at the COF Annual Business Meeting. The proposed slate will be presented to the Fellows no less than 30 days before the COF Annual Business Meeting.
- B. **Composition:** 3-5 Fellows in good standing with a chair appointed on a yearly basis by the COF Executive Committee in March of each year.

Policy 2.8 Budgeting Authority for COF Prerogatives

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CSI and the CSI Foundation maintain a budget line items and accounts as appropriate and in respect to College of Fellows activities. Budget authority and banking relationships are delegated to the CEO and others constituted with the respected board's governing policies

Accordingly:

1. The Executive Committee will work with staff to plan a yearly COF budget that falls in alignment with CSI budget cycle and will establish its budget for prerogatives in the next fiscal year each year by March 31st.
 - A. The Executive Committee will budget and expend funds to achieve the COF Job Products outlined in Section 1.2, College of Fellows Job Products of this Operating Guide
 - B. Staff will make expenditure consistent with the budget plan. Requests and or expenditures outside of the budget plan must be communicated to the CEO by the Chancellor on behalf of the Executive Committee and are subject to approvals in respect the CSI and CSI-F Boards' governing policies.

Policy 2.9 Financial Reporting Schedule

Date of adoption / Last revision: October 5, 2018

The CEO shall not operate without distributing CSI College of Fellows income, expenditures and related Foundation Fund balances to the COF Executive Committee consistent with reporting of the CSI and CSI Foundation boards, specifically Management Parameters 3.3 and 3.5 of the CSI Board Governing Policies.

Financial and Investment Reporting (By End of Month for Period Ending Previous Month)		
Financial Condition and Activities	Quarterly	Aug (for June 30 year-end) Oct/Jan/Apr
Financial Planning and Budgeting	Semi-annually	January/May
Investment Reports	Quarterly	Aug/Nov/Feb/May