

Recruitment Process and Expression of Interest Form for the Montgomery County Green Bank Initial Board of Directors

This document outlines the process for an open and public recruitment to fill nine of the eleven positions on the Montgomery County Green Bank Board of Directors. The form to express interest is included at the end of this document. Please read through the entire document carefully.

The process described below is intended to produce a set of potential candidates for Board Directors of the Montgomery County Green Bank, to be reviewed and approved by Montgomery County officials, County Executive and County Council. As one of the responsible departments for the implementation of the Green Bank legislation, the Department of Environmental Protection (DEP) will facilitate a Selection Committee to recommend and convene an initial Board of Directors for the Green Bank. A submission of an Expression of Interest in no way guarantees a recommendation to serve or an appointment to the board.

About the Montgomery County Green Bank

In June 2015, Montgomery County enacted Bill 18-15¹ to create a Montgomery County Green Bank. Montgomery County's Green Bank is the first in the nation to be established at a local government level.

This legislation, codified in Section 18A-44 through 18A-50 of the Montgomery County Code, provides for the establishment of an organization with the sole purpose of increasing investment and implementation of energy improvements across all sectors in the County. Like the state versions, it is modeled after, the Montgomery County Green Bank will seek to spur private capital investment, provide unique programs to target and open up new markets to energy-saving investments, and contribute to a growing regional market of energy financing in the larger DC metropolitan area.

The Organization

The Montgomery County Green Bank is to be formed as a private nonprofit organization. To qualify and seek designation as the County's Green Bank, the organization must, via its articles of incorporation seek and achieve 501(c)3 tax-exempt status and must be incorporated for the sole purpose of serving as the County's Green Bank. The Green Bank is not an instrumentality of the County.

Incorporation

Montgomery County is grateful for the implementation support provided by Coalition for Green Capital (CGC). CGC will be taking steps to advance incorporation and establishment of the Green Bank in conjunction with the Board of Directors recruitment, potentially resulting in the Board of Directors stepping into a pre-incorporated organization that structurally meets the requirements of the law.

¹ http://www.montgomerycountymd.gov/COUNCIL/Resources/Files/bill/2015/20150630_18-15.pdf

Green Bank Work Group

The Green Bank development up to this point has been heavily supported by the expertise, contributions, and guidance of the Work Group and its members. The Work Group has been providing data and information to support the market assessment research being done by CGC, assisting in the recruitment of the Board of Directors, and helping develop materials such as bylaws and fundraising presentation materials.

The Board of Directors: Responsibilities

Commitment and Contribution

The success of the Montgomery County Green Bank will, in particular during its initial years, rely crucially on the commitment and contributions of the members of the Board of Directors. This is a new nonprofit with a mission entrepreneurial in nature, and will require time, creativity, and vision from its Board of Directors to advance it through and beyond its start-up phase.

Board Responsibilities per Legislation²

- Direct the program and strategy development, staff management, and regulatory compliance and finances of the Green Bank
- Adopt and amend bylaws, noting that any proposed amendments to the articles of incorporation or bylaws must be submitted to the Executive and Council for review and comment
- Comply with the Maryland Open Meetings Act
- Adopt a work program each year to advance the policy objectives and perform the activities listed in Section 18A-44 of the Montgomery County Code, the Purpose of the Green Bank
- Report annually on the activities and finances of the Green Bank to the Executive and Council
- Include in bylaws that the County Executive may appoint up to 5 board members, including the Directors of DEP and Finance, subject to confirmation by the Council

Bylaws Development and Governance per Legislation

This initial Board will preside over the development, passage, and adoption of bylaws and may make amendments, as necessary, to the articles of incorporation. County law requires that:

- A board member must not be paid for service on the Board but may be reimbursed for necessary travel expenses
- A board member is not subject to Montgomery County Code, Chapter 19A (Ethics) because of serving on the Board
- A board member who engages in legislative or administrative advocacy as part of that member's duties on the Board is not required to register as a lobbyist under Article V of chapter 19A

² A full list of member and Board responsibilities, explicit permissions, and references is in Sections 18A-44 through 18A-50 of the Montgomery County Code.

[http://library.amlegal.com/nxt/gateway.dll/Maryland/montgom/partiilocallawsordinancesresolutionsetc/chapter18aenvironmentalsustainabilitynot?fn=altmain-nf.htm\\$f=templates\\$3.0](http://library.amlegal.com/nxt/gateway.dll/Maryland/montgom/partiilocallawsordinancesresolutionsetc/chapter18aenvironmentalsustainabilitynot?fn=altmain-nf.htm$f=templates$3.0)

Designation per Legislation

The Board of Directors, once assembled will pass bylaws that comply with the Montgomery County Green Bank law, and with the help of DEP staff, will seek formal designation as the Montgomery County Green Bank by the County Executive and County Council.

Selecting the First Board of Directors

Appointment Process

Expressions of Interest for Board positions on the Montgomery County Green Bank will be considered by a Selection Committee led by DEP that will make recommendations for Board members to the County Council.

The Selection Committee will review and vet candidates based on their Expressions of Interest forms as one criteria for Board selection. This committee may employ a weighted scoring approach, assigning credit towards experience based on the relevancy of that experience to the Montgomery County Green Bank as well as the duration of that relevant experience. Candidates may be interviewed, at the discretion of the Selection Committee. The Selection Committee may compile a recommended roster plus alternative candidates.

Board Member Criteria

Per the Green Bank law, a member of the Board of Directors should meet the following requirements:

- Be a resident of Montgomery County
- Offer substantial expertise, perspective, and/or counsel in **at least one** of the following ways as a:
 - Representative of a residential *and/or* low-income group*
 - Representative of an environmental organization
 - Representative of a business organization
 - Person with experience in *clean energy* investment *and/or* fund management*
 - Person with banking and lending experience
 - Person with experience in the finance or deployment of renewable energy *and/or energy efficiency**
 - ~~—Person with experience in research and development or manufacturing of clean energy**~~

Two positions on the Board of Directors shall be:

- The Director of the Department of Environmental Protection or the Director's designee
- The Director of the Department of Finance or the Director's designee

In addition, the following criteria will be important to consider in the selection of the initial Board of Directors:

- Diversity of Board membership
- Experience in multiple areas identified above in a relevant combination
- Experience in corporate governance, executive management, and/or prior board experience
- Including persons with technical experience in green building, renewable energy, transmission, electric operations, local/state/regional finance, and/or energy efficiency

The Montgomery County Green Bank will benefit from a Board of Directors familiar with or having expertise in energy efficiency and renewable energy, energy project financing, technical assistance programs, organization and nonprofit management, and project management needs from the end-user perspective.

*The italicized additions are recommendations of the Green Bank Work Group and may be proposed as legislative amendments.

**This requirement has been deemed inconsistent with the mission and scope of the Green Bank legislation, and is recommended by the Green Bank Work Group to be struck through a legislative amendment.

Duration of Terms of the Board of Directors

The future bylaws will establish the terms of the members of the Board of Directors. Bylaw development will be supported by the Coalition for Green Capital. For the purposes of this initial recruitment process, those interested should assume members of the Board will be asked to serve up to a three-year term.

Disclosure/Conflict of Interest

Interested individuals that are currently involved in the Montgomery County clean energy industry, energy efficiency industry, or other industry that will potentially do business with the Green Bank should not volunteer to be on the Board in order to avoid conflict of interest issues. All potential conflicts of interest should be disclosed in the appropriate field of the Expression of Interest Form.

Expressions of Interest

Expression of Interest Form and CV/Resume: An Expression of Interest Form collecting basic contact information, and confirming qualifications per the legislative criteria will be required from each interested individual. Each individual must also submit a cover letter and CV/resume outlining their interest in the Green Bank and what skills, expertise, and perspectives they offer the organization.

Disclosure of Potential Conflict of Interest: Interested individuals should complete the Conflict of Interest section as completely as possible, and may be asked to provide additional detail or documentation. Appropriate disclosures include any potential former or current conflicts of interest, including (among others) any direct business or financial conflicts that might impact *or appear to impact* future ability to perform fiduciary obligations as Board Members of the Montgomery County Green Bank.

Letters of Recommendation: Letters of recommendation are welcome and must be submitted by the same deadline as the Expression of Interest.

Submission and Deadline

All materials should be submitted electronically to energy@montgomerycountymd.gov, Subject Line: "Green Bank Board of Director Expression of Interest." If submitting a letter of recommendation on behalf of a candidate, please also include the name of the interested individual in the Subject Line.

The First Board of Directors

Convening of the Board of Directors

DEP will contact nominees from the selection process to inform them of their selection, confirm their interest and commitment, and convene individual informational meetings between candidates, County staff, and CGC. This informational meeting will be an informal meeting to confirm the interest and commitment of the recommended members, and provide any necessary orientation and answer any questions, in order to finalize the roster. Once the Board of Directors members have all been confirmed, DEP will publish the roster on the departmental website and through other communications.

CGC will be providing implementation support and managing the legal incorporation of the organization, with the use of initial articles of incorporation.

Once finalized, the Board of Directors will need to convene its first meeting. It is recommended that the first meeting include nominations and election of officers, organization (such as record keeping and who shall hold the articles of incorporation, and begin development of the bylaws).

Expression of Interest to Serve on the Initial Board of Directors of the Montgomery County Green Bank

Interested individuals must complete the following form and submit it, plus a cover letter and CV/resume to energy@montgomerycountymd.gov no later than Friday, April 22, 2015 at 5:00pm, Subject Line: “Green Bank Board of Director Application.” Letters of Recommendation may accompany your Expression of Interest form or also be sent to the above email address.

Questions can be directed to the same email address or by calling Michelle Vigen, Department of Environmental Protection at 240-777-7749.

CONTACT INFORMATION	
Name:	
Home Address:	
City, State, Zip:	
Email:	
Phone Number(s):	

Please indicate which of the legislated Board composition criteria you meet, for how many years, and provide a short description detailing any specifics or providing context to that experience. Complete descriptions under as many criteria as are applicable – fields are expandable and it is recommended that interested individuals make their case in this section as clearly as possible, versus referring to a CV or cover letter.

COMPOSITION CRITERIA	YEARS				
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	Experience in the finance or deployment of renewable energy <i>and/or energy efficiency</i>*	
	Details:	
	Other experience relevant to the Montgomery County Green Bank and its purpose, operations, and activities; e.g. technical expertise in green buildings, energy efficiency or renewable energy; experience in corporate governance, executive management, and/or prior board experience.	
	Details:	

*The italicized additions are included per the strong recommendation of the Green Bank Work Group and may be proposed as legislative amendments.

CONFLICTS OF INTEREST	
Please list with a short description of each, any potential conflicts of interest, including (among others) any direct business or financial conflicts that might impact <i>or appear to impact</i> future ability to perform fiduciary obligations as a Board Member of the Montgomery County Green Bank. You may be asked to provide additional detail or documentation.	
Details:	

I have read through the Recruitment Process Document (attached) and the approved Green Bank law (Sections 18A-44 through 18A-50 of the Montgomery County Code) and am familiar with the purpose and goals of the Montgomery County Green Bank, the obligations of the Board of Directors and individual members, and submit this Expression of Interest form to be considered for a recommendation by the Selection Committee to serve as an initial member of the Montgomery County Green Bank Board of Directors. I understand submission of an Expression of Interest does not constitute a guarantee of recommendation or membership. I understand that serving on the Montgomery County Green Bank Board of Directors will require disclosure of financial, business, or personal matters that could pose a conflict of interest for my capacity as a member of the Board of Directors. I am aware and agree to the circumstances that any eventual membership will be governed by Bylaws that the initial Board of Directors will compile in order to seek designation by Montgomery County to serve as the County’s Green Bank. I acknowledge my best understanding and agreement to these statements by signing below.

Printed Name:	
Signature:	
Date:	