Director Qualifications and Requirements

Approved: September 2023; Updated: November 2024

Purpose:
The purpose of this policy is to codify the qualifications to be a Director on the ACP Board of Directors. The rationale for these qualifications is to create a Board that provides

- commercial insight and strategic direction to inform the policy and advocacy engagement of the industry;
- a consistent level of peer-to-peer discussions and interactions; and
- for a diverse Board that can respond to issues rapidly by committing their organization with funding, policy positions, and industry position statements.

These Director Qualifications apply to both Elected Directors and Appointed Directors as set forth below.

Requirements:
Appointed and Elected Directors must adhere to the following requirements before being considered for Board and Executive Committee membership:

1. Foreign Entity of Control: a candidate under consideration must not be employed by a company where 25% or more of their board seats, voting rights or equity interests are individually or cumulatively held by Russia, China, North Korea or Iran, or any country identified in the future as a “covered nation” by the U.S. Congress or a U.S. government agency (a “Covered Nation”).
2. Foreign Agent Registration Act (“FARA”): a candidate under consideration must not be and must not be employed by a company who is a “foreign principal” or “agent of a foreign principal” as defined under FARA, under circumstances that would require ACP to register under FARA.
3. Sanctions List: a candidate under consideration must not be on, nor may they be employed by a company on, any sanctions list established by any U.S. government agency, including the Consolidated Screening List.
4. The individual must adhere to the Conflicts of Interest policy and disclose any position or actions that may be deemed to be detrimental to the interests of the Association and/or its members. If a conflict is disclosed or discovered, the Nominating Committee, in consultation with the Governance Committee, will determine the type of conflict and how the conflict will be managed. If the Nominations Committee determines that the conflict would prevent the member from joining the Board or Executive Committee, the recommendation will be forwarded to the Executive Committee for review and final determination. The restriction on membership must not be considered anti-competitive.

Qualifications:
Appointed and Elected Directors shall either hold the title of Chief Executive Officer (CEO) and/or President for their company or organizations. There may be instances for particular companies where the individual holding this title would not reflect the ideal candidate to serve on the Board.

In those instances, the Appointed or Elected Director shall still hold a senior-executive title and satisfy the following additional qualifications:

1. Hold the senior-most U.S. leadership position for clean power in a commercial role with profit and loss (P&L) responsibility;
2. Have the authority to commit their company to industry initiatives and policy stances; and
3. Hold budgetary authority to approve resource decisions for the membership dues and any other contributions to the organizations.

Elected Directors:

For Elected Director seats, candidates must complete an application that will allow the Nominating Committee to assess the candidate's ability to meet these qualifications, at a minimum, as well as any other qualifications and/or qualities needed to ensure the diversity of the Board as determined by the Committee.

In the event of a vacancy of an Elected Director due to resignation or removal, the Nominating Committee will identify, and screen proposed candidates using these and any other qualifications and/or qualities needed to ensure the diversity of the Board as determined by the Committee. The final candidate will be proposed by the Committee for approval by the full Board.

Appointed Directors:

Any member that commits to making the Appointed Director Contribution by November 1st of each year will be required to complete a form identifying their proposed qualified candidate for Director and provide information to confirm the candidate meets these qualifications. The Nominating Committee will review all proposed candidates for compliance with these Director Qualifications. If a proposed candidate is deemed to not meet these qualifications, the Nominating Committee may request that the member company submit an alternative candidate. The final determination of a candidate meeting these qualifications will be made by the Chair of the Board.

In the event of a vacancy in an Appointed Director due to resignation or removal, the member company may propose a new qualified candidate. The Nominating Committee will review the proposed candidate for compliance with these Director Qualifications. If the proposed candidate is deemed to not meet these qualifications, the Nominating Committee may request that the member company submit an alternative candidate. The final determination of a candidate meeting these qualifications will be made by the Chair of the Board.