

LEADERSHIP RESPONSIBILITIES

3/7/25

GOVERNING BODY	ROLES & RESPONSIBILITIES	COMPOSITION	ELECTION/TERMS
GLOBAL GOVERNING TRUSTEES (GGTs)	<ul style="list-style-type: none"> • Must be Full Members • Serves as high-level leadership, voice of members • Nominates individuals to serve as other GGTs • Elects or removes members of the ULI Global Board of Directors, Life Trustees, ULI Foundation Board of Directors, ULI Foundation Chair, ULI Global Chair, and removes any member of the ULI Global Governing Trustees • Ensures accountability of Global Board, ULIF Board • Amend, alter, or repeal the Articles of Incorporation and Bylaws upon recommendation by Global Board • Approve plan of merger or adopt a plan of consolidation with another corporation • Authorize sale, lease, exchange, or mortgage of all or substantially all property/assets of ULI; or authorize voluntary dissolution of ULI—upon recommendation by the Global Board of Directors • Contribute to broad direction/agenda of ULI • Protect the organization brand • Assist with ULI programs/initiatives—providing intellectual capital for the organization and contributing to ULI issues and initiatives • Act as liaison with industry and fundraising sources • Maintain full membership in ULI for the duration of GGT term 	<ul style="list-style-type: none"> • Any full member in good standing is eligible to serve as a GGT • Not less than 100 and not more than 200 elected GGTs proportioned among regions • Global Chair, ULIF Chair and Global CEO • All past Global Chairs remain GGTs 	<ul style="list-style-type: none"> • The Region Nominating Committee provides recommendations to Region Executive Committee for GGT nominees from that region for Global Board to ratify to send to full members for election • Staggered 4-year terms; terms can be extended on a case-by-case basis • Full membership votes on slate of GGTs

	<ul style="list-style-type: none"> • Attend GGT orientation at start of term • Support district councils by serving on committee and/or attending at least one event annually. • Participate in ULI’s impact programs, such as Advisory Services panels, UrbanPlan, awards juries, committees, and task forces • Can serve on product council of their choosing; however, must meet all requirements of council membership (attendance and engagement, payment of dues and fees) • Support ULI’s philanthropic endeavors through the Annual Fund • Attend major ULI meetings annually and Mid-Winter meeting 		
TRUSTEES	<ul style="list-style-type: none"> • Honorary Title • No formal responsibilities or voting authority • Invited to Key Leader events, lounge at Fall/Spring conferences 	<ul style="list-style-type: none"> • Former GGTs become Trustees at end of term • Recognized as Key Leaders and invited to some GGT activities 	No election process
LIFE TRUSTEES	<ul style="list-style-type: none"> • Honorary Title • No formal responsibilities or voting authority • Invited to Key Leader and GGT events, lounge at Fall/Spring/Mid-Winter conferences 	<ul style="list-style-type: none"> • Life Trustees are also GGTs 	Recommended by member, then goes to Regional Nominations Committee, then Region Executive Committee, then Global Board for ratification and to the GGTs for vote
KEY LEADERS	<ul style="list-style-type: none"> • Honorary Title • No formal responsibilities or voting authority • Invited to Key Leader events, lounge at Fall/Spring conferences 	<p>3 categories:</p> <ul style="list-style-type: none"> • Current GGTs • Trustees 	No election process

		<ul style="list-style-type: none"> • ULI Foundation Governors who have given over \$100K 	
<p>REGIONAL EXECUTIVE COMMITTEES</p>	<p>Americas:</p> <ul style="list-style-type: none"> • Focus on ensuring member engagement and member-driven content, high member satisfaction, and cutting-edge programs that further ULI mission. • Advise on Region business plans, annual budgets and support their execution (to be submitted to Global Board for approval-includes any material variances and modifications, and any geographic expansions or contractions • Provide direction and advice, and assess performance, on Region operations and implementation plans: Membership, Events, Councils, District Councils, Quality Content, Partnerships, Sponsorships, member engagement and satisfaction, inclusivity programs • Oversee financial health of Region • Ratify Region key nominations • Maintain Region governance structure • Meets 4 times a year <p>Europe:</p> <ul style="list-style-type: none"> • Provide direction and advice, and assess performance, on Region operations and implementation plans (Includes; membership, events, councils, district councils, content, partnerships, sponsorships and Senior Staff performance. 	<p>Americas:</p> <ul style="list-style-type: none"> • Ex-Officio Members: Chair, Immediate Past Chair, Global Chair, Global CEO, Americas CEO, WLI Chair, YLG Chair, NEXT Chair • 12-15 at-large members from ULI/Industry; Must be full members • Diverse representation (in core competencies; in industry/sector perspectives; in age, gender, ethnicity; in Americas geography, in ULI networks, in ULI mission priorities. 	<p>Americas:</p> <ul style="list-style-type: none"> • Region Nominating Committee proposes candidates for the Region Chair and Executive Committee, who are approved by the Region Executive Committee and then elected by Global Board • 3-year terms; 2-year term for Chair, all eligible for second term <p>Europe:</p> <ul style="list-style-type: none"> • At large positions generally serve 3 years • National Council Chair positions, Next and YL Chairs serve two

	<ul style="list-style-type: none"> • Recommend for ULI Global Board approval on Region business plans and annual budgets, and support their execution. • Ratify Region key nominations (Chairman, Trustees, Advisory Boards, Executive Committee, Networks and Committees) • Review annual calendar, for coordination with all Regions and Global ULI • Oversee strategic direction and financial health of the Region • Maintain Region governance structure • Acts as conduit to the members, that develops the mechanisms and systems for listening to members, and thereby sets organizational program priorities – and recommends to the Global Board the ultimate priorities/program of work • Creates a strong bond with all members through their various constituencies, so as to better direct the work of the region • Recognizes the leadership role of GGTs and Trustees in helping interpret industry needs and shape the resulting program of work • Is the body responsible (along with staff) for the Region strategic, business and financial planning • Acts as governing body that curates and prioritizes the Region work vs. being the primary source of content priorities and programs • Meets 4 times a year. <p>Asia:</p> <ul style="list-style-type: none"> • Ensure overall sound governance and management of the AP Region • Ratify selective decisions, including AP EXCO Nominations Committee recommendations, Local 	<ul style="list-style-type: none"> • Chair must be a GGT <p>Europe:</p> <ul style="list-style-type: none"> • 12-15 leaders in ULI/Industry in region <p>Asia:</p> <ul style="list-style-type: none"> • Up to 25 members • Full members with one year of active involvement in region • Recommended that they are GGTs 	<p>year terms (can be extended)</p> <p>Asia:</p> <ul style="list-style-type: none"> • 2-year staggered term • Serve up to 2 additional consecutive years (total of 4)
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	<p>Council Chairs, and substantive changes to AP Region and Local Council governance</p> <ul style="list-style-type: none"> • Advise on AP Region’s strategy, business plans and annual budgets, and support their execution • Oversee the strategic direction and financial health of the AP Region • Provide direction and advice, and assess performance, on the AP Region’s operations and business plans • Support AP Region’s member engagement and growth • Serve as a visible leader in ULI communities • Lead and join AP Region’s EXCO committees • Lead AP Region’s mission priority initiatives • Attend 4 meetings per year 		
<p>FOUNDATION BOARD OF DIRECTORS (ULIF)</p>	<ul style="list-style-type: none"> • Manage business of Foundation • Establish Foundation’s strategic direction (in alignment with ULI’s purposes) • Recommend amendments to Articles of Incorporation and Foundation Bylaws to the ULI Global Board for approval, then Foundation member final approval • Approve Foundation audit, review annual Form 990 submissions • Approve Foundation Strategic plan and Foundation budget, send to ULI Global Board of Directors for approval, inclusion in ULI budget • Review and approve investment policy for Foundation (pursuant to recommendations from the ULI/ULIF Investment Committee), investment policy for loans received from ULI, and oversee implementation by ULI/ULIF Investment Committee (chaired by Foundation Treasurer) 	<ul style="list-style-type: none"> • Members of the ULIF Board include: Foundation Chair, ULI Global Chair, Foundation Treasurer, ULI Foundation Chair Emeritus and 10 to 12 at-large members plus Europe and Asia charitable trust Chairs (if applicable), Capital Campaign Chair and ULI Global CEO. 	<ul style="list-style-type: none"> • The ULI Global Nominating Committee along with the Foundation Chair and Foundation Nominating Committee, shall present a slate of at-large Directors to the ULI Global Board for approval. Such slate shall then be submitted by formal ballot for election by the Foundation members (GGTs)

	<ul style="list-style-type: none"> • Act as major fundraiser for defined ULI activities, priorities and program of work • Review work of staff that certifies contributions to ULI made through the Foundation are spent in accordance with donor agreements Meet at a minimum annually 	<ul style="list-style-type: none"> • Full members are eligible to serve • Supporters of the fund for ULI strongly encouraged preferably at the Governor's Society level or above 	<ul style="list-style-type: none"> • ULIF Foundation Board, ULI Nominating Committee and ULI Board of Directors shall submit a candidate for Foundation Chair to the Foundation members (GGTs) for a two-year term, renewable for one consecutive, two-year term • The same process is followed for Treasurer who shall be selected from a pool of candidates who have held the position of Chair of the ULI Audit Committee or have been a member of the ULI/ULIF Investment Committee for at least two terms • At-large members shall serve one
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			<p>three-year staggered term subject to possible appointment for one additional term</p> <ul style="list-style-type: none"> • Ex officio and designated members of the Foundation Board shall serve as long as they hold the office that provides the basis for the board seats
GOVERNORS (FOUNDATION)	<ul style="list-style-type: none"> • Honorary Title • No formal responsibilities or voting authority • Invited to Key Leader events, lounge at Fall/Spring conferences • Invited to exclusive Governor’s trips/events 	<ul style="list-style-type: none"> • Eligible when given \$100,000 or more to the Foundation (some grandfathered at \$50,000 level) • Eligible for other special events if give at \$250,000 level or above 	<ul style="list-style-type: none"> • Automatically become a Governor if you reach the spend level
GLOBAL BOARD OF DIRECTORS	<ul style="list-style-type: none"> • Oversee business of ULI • Manage property, affairs and strategic direction • Provide oversight of all fiscal, management and legal operations and activities 	<ul style="list-style-type: none"> • Not less than 13 and not more than 18 elected and designated Directors, 	<ul style="list-style-type: none"> • The ULI Global Nominating Committee shall recommend elected Officers

	<ul style="list-style-type: none"> • Ensure brand and mission are maintained and nurtured • Approve overall global strategic business plan, priorities and global annual budget for ULI, including the ULI Foundation and the Americas, EMEA and APAC regions annual budgets, and approving any material variances and modifications • Hiring and removing Global CEO upon recommendation from the Global Chair; oversee performance of Global CEO and the implementation of ULI policies and plans • Approve and forward GGT nominations to full members upon recommendation of the Region Executive Committees • Approve and forward Global Chair-Elect, ULI officers and directors, ULI Foundation Chair, ULI Foundation officers and directors and Life Trustee nominations to the GGTs for election, upon recommendation of the Global Nominations Committee • Approve Chair for ULI Americas, EMEA and APAC regions as well as members of the Region Executive Committees, upon recommendation of the region Executive Committees • Make recommendations to GGTs regarding amendment, altering or repealing the Articles of Incorporation and Bylaws; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the organization; or authorizing the voluntary dissolution of the organization • Review and recommend ULIF Bylaws amendments, as proposed by the ULIF Board, to the ULI GGTs for approval 	<p>including the elected Global Chair, elected Secretary, elected Treasurer, Immediate Past Global Chair and elected ULIF chair, Global CEO, the three Region Chairs (Americas, EMEA and APAC) and 4 to 9 at-large elected directors</p> <ul style="list-style-type: none"> • Any full member in good standing who serves as a GGT (or a Life Trustee, Honorary or Emeritus member who has previously served as a GGT) is eligible to serve as a Director 	<p>and at-large Directors to the Global Board of Directors for nomination to and election by the GGTs</p> <ul style="list-style-type: none"> • Global Chair serves a two-year term • Secretary and Treasurer serve a two-year term and can be elected to serve an additional two years • Region Chairs (Americas, EMEA and APAC) serve 2-year term • Non-officer, at-large directors serve staggered two-year terms and are eligible for re-election for one additional two-year term
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	<ul style="list-style-type: none">• Approve changes to the Governance Manual• Oversee and modify areas of responsibility of Global Board committees, including without limitation the Global Nominations Committee, ULI/ULIF Foundation Investment Committee, Audit Committee and Compensation Committee• Monitor the relationship with ULIF, and any cash transfers from ULI to ULIF• Approve types/subclasses of Full Members and Associate Members and requirements and limitations (numerical or otherwise) applicable to each type• Approve establishment of a formal presence in a country, including but not limited to registering offices• Establish policies for ULI investments (upon recommendation from the Investment Committee), the reserve fund, the fiscal year, and safeguarding assets• Adopt plan for distribution of assets of the organization• Three face-to-face meetings annually, including one outside the U.S.; Conference calls as needed		
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