

CHARTER
BOARD MEMBER RECRUITMENT COMMITTEE
HOT SPRINGS VILLAGE PROPERTY OWNERS ASSOCIATION

I. AUTHORITY

Article XII, Section 1(B), of the By-laws of the Hot Springs Village Property Owners Association. The Board Member Recruitment Committee is accountable to the Board of Directors.

II. PURPOSE

The Board Member Recruitment Committee contributes to an effective board of directors recruitment process by presenting property owners with a clear understanding of what strategic needs the Board and leadership will be addressing in the future and what competencies would enhance the Board's effectiveness in doing so, and providing the Board with a list of candidates who have the needed competencies.

III. ORGANIZATION AND APPOINTMENT

The committee shall consist of a Committee Chair (appointed annually by the Board Chair at the Board retreat), two elected Board members (appointed by the Committee Chair, and who are not running for election), and four property owners.

IV. DUTIES AND RESPONSIBILITIES

The Board Member Recruitment Committee will use a "needs based" approach to the board member recruitment process, which contains the following attributes:

- A. Informing property owners on the board-election policy, process, and strategic needs.
- B. Inviting property owners to identify board-election candidates.
- C. Discussing the needs based approach with candidates.
- D. Educating candidates of governance roles and encouraging them to run for the board of directors election.
- E. Providing the Board with a list of interested and qualified board of director candidates by December 31st.

V. LIMITATIONS

- A. The committee shall work through the Board Chairman to recommend assignments for staff or other committees. The committee shall not issue orders to any POA employee, nor will any member have the authority to discipline employees.

- B. The committee is not authorized to commit funds of the POA.
- C. No committee member shall engage in any activity that would constitute a conflict of interest with the duties and responsibilities of the committee.
- D. Committee members are prohibited from accepting any form of gratuity, any form of remuneration from suppliers, contractors, realtors, property owners, or any person doing business, attempting to do business, or in conflict or competition with the POA.
- E. The committee shall not seek policy or rules changes with governmental agencies or outside stakeholders. Such recommendations shall be made to the Board Chairman for further consideration and action.
- F. Committee members are not authorized to submit minutes or unofficial reports to anyone other than the COO, who serves as the Secretary and official record keeper of the corporation.

VI. MEETINGS

The committee will meet monthly between their appointment and candidate list submittal, or as required, to ensure a continual and effective board-recruitment process.

As an advisory committee to the Board of Directors, meetings of this committee may be closed sessions due to the sensitivity of the subject matter.