

Director Nominations Protocol

This document sets out the required procedures, processes and requirements for Directors to be nominated, vetted and approved by the Board / AGM for service as a Director.

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Date of Review:

Date of Board Approval:

1. Introduction

More and more boards are engaging in more structured and professional processes for director selection.

Such processes will generally take into account:

- Alignment of skills with strategic direction;
- Value added to the current board composition;
- Cultural fit with the board;
- Time it will take to be an effective contributor; and
- Succession planning.

Building the right board requires an understanding of director competencies, which involves consideration of the directors' experience, skills, attributes and capabilities. Director competencies encompass two distinct areas: technical competencies and behavioural competencies. Technical competencies are a director's technical skills and experience ("what you need to know and are able to do") such as accounting or legal skills, industry knowledge, experience in strategic planning and corporate governance. Behavioural competencies are a director's capabilities and personal attributes ("how you apply what you know and your personal and interpersonal skills") and include, for example, linkages to the "ownership"; an ability to positively influence people and situations; an ability to assimilate and synthesise complex information; time availability; honesty and integrity; and high ethical standards.

2. GENERAL REQUIREMENTS FOR DIRECTOR APPOINTMENTS

In order to ensure that the Company adheres to the requirements of the Companies Act and also serves the interests of Members, the following requirements for Directors nominations are set out, and members and prospective / current Directors are required to observe and comply with them.

- a) In terms of the Hoedspruit Wildlife Estate Homeowners Association MEMORANDUM OF INCORPORATION there shall be minimum of five (5) and maximum of eight (8) Directors of the Association.
- b) A candidate for election as Director shall be nominated by a member in writing, which nomination shall not be valid unless the candidate has duly endorsed his/her acceptance thereon.
- c) Only members in good standing may nominate candidates.
- d) A candidate for election as a Director shall be an individual who shall not necessarily be a member of the Association.
- e) A candidate for election as a Director shall be an individual who shall certify that they are not disqualified to serve as a Director in terms of section 69 of the Companies Act, 2008 and shall attest to this on the Nomination Form.
- f) A candidate who has endorsed his/her acceptance must provide a Curriculum Vitae of not more than one (1) A4 page in electronic format, a legible copy of his or her identity document and a passport sized photograph of the candidate to accounts@hwe.co.za or operations@hwe.co.za 30 days prior to the AGM.
- g) All information required on the Candidate Nominations Form must be completed. Failure to do so may invalidate the nomination.

In considering whether a nominee will be eligible to serve as a Director, the participating member's attention is drawn to the following. In terms of the Companies Act, only persons who are fit and proper will be eligible to serve as Directors. In considering whether a person is fit and proper, the following may be used as grounds for assessment by the Board:

Hoedspruit

Wildlife Estate 

Home Owners Association

www.hoedspruitwildlifeestate.com

- a) Has the nominee been convicted of an offence, whether within or outside of South Africa?
- b) Has the nominee ever been declared to be insolvent?
- c) Has the nominee ever been dismissed from any place of employment?
- d) Has the nominee ever been disqualified under any law from practising his/her profession?
- e) Does the nominee meet the skills requirement of a reasonable Director for the specific post?
- f) Is there any civil or criminal action or other factor which may create legal, ethical or reputational risk for the Board.
- g) Has the nominee ever been removed from any position of trust or authority due to any misconduct on the part of the nominee?
- h) Has the nominee ever been removed as a Director in terms of section 69 of the Companies Act?
- i) Does a conflict of interest exist for the nominee if elected, specifically, does the nominee have any contractual relationship with the Estate, other than that of an individual owner through the MoI, either directly or indirectly (for example through a Trust either as Trustee, Founder or Beneficiary).

3. PROCESS FOR DIRECTOR NOMINATION EVALUATION AND RECOMMENDATION

Purpose and Function of the Evaluation Committee:

This is the committee having the powers, duties and responsibilities with respect to

- evaluation of proposed Directors to the Board, and recommendation to the AGM.
- the admission of potential Members and termination of Membership as set out in the Memorandum of Incorporation (MOI).

Nomination and Election of Members of the Evaluation Committee

2 voting members to stand on Evaluation Committee along with 4 directors

Procedure for Appointment of Members to Evaluation Committee

1. Board to nominate 4 Directors.
2. Voting members to nominate themselves or others. [Annexure A2 – Nomination Form / Evaluation Committee]
3. Nominated Evaluation Committee members to accept nomination. [Annexure B2 – Acceptance Form / Evaluation Committee]
4. Call for objections from Members / Owners (i.e. ineligibility) to nomination.
5. Vote and tally (if more than 2 nominations).
6. Constitute the Evaluation Committee.

Evaluation Committee Procedure

1. Nominated potential Board members to formally accept nomination.
2. Call for objections (i.e. ineligibility) by Members to nominated directors. Objections are to be treated confidentially and not to be released outside of the Committee, unless with the consent of the person objecting.
3. Evaluation Committee to validate eligibility of nominees, and to assess suitability for the specific portfolio under consideration.
4. Evaluation Committee to advise those nominees who are deemed unsuited from a technical or behavioural competency perspective.
5. Evaluation Committee to conduct interviews with candidates where further information is required, or a nominee deemed unsuited wishes to be re-considered.
6. Evaluation Committee to forward nominated persons CV and a summary of the Boards recommendation in respect of the candidate for distribution with the AGM pack.

ANNEXURE A1: DIRECTOR NOMINATION FORM

I, _____

being the registered owner of erf _____ hereby nominate

Name: _____ ID No: _____

as a candidate for election as a Director of the Hoedspruit Wildlife Estate Home Owners Association
NPC, in the portfolio of _____.

Signature of Nominator

Date

ANNEXURE A2: EVALUATION COMMITTEE

Evaluation Committee

Duties

The evaluation committee reviews all of the relevant information and develops weighted evaluation criteria that will establish the standards by which to measure how well an applicant's approach meets the needs of the portfolio.

Steps in the Evaluation Process

There are four steps in the process:

- a. Review of mandatory requirements;
- b. Discussions for clarification;
- c. Preliminary evaluation; and
- d. Final evaluation

Proposals sent to the Evaluation Committee

Applications will be distributed to the evaluation committee.

- Each member of the evaluation committee must receive a complete copy of each application, in order to provide each committee member adequate time to review and evaluate each application.
- Any evaluation committee meeting discussion must have summary minutes recorded for the Procurement files. If an oral presentation from applicants is part of the meeting, then that meeting must have minutes recorded.
- The evaluation committee should begin work by establishing procedure, with a general discussion of their tasks, and review of the applications received. The committee member(s) assigned to review references should make a report to the committee. It is best practice for the committee to come to a consensus based on the evaluation criteria and discussion of the committee.
- Oral presentations by applicants should be for clarification purposes only. Committee members shall not communicate with applicants outside of meetings. The committee may not receive or consider any material, additions, or changes to the application submitted.
- Once the final applicants have been interviewed, the committee should review the process and reach a consensus on the findings and recommend the first ranked applicants.

Evaluation Committee Code of Conduct

- Committee membership obligates the individual to both a commitment of judgment as well as time. Participants serving on a committee evaluating proposals are morally bound to be as objective and fair as possible. Members should also be prepared to make a priority commitment of time
- Committee members should exhibit a competent, non-authoritarian attitude in representing the HOA's position on any particular procurement. Members should be reasonable and open-minded.
- Evaluation committee members are expected to conduct themselves in a professional manner at all times when dealing with prospective applicants.
- Individual committee members are responsible for defending their own vote.

ANNEXURE B1: ACCEPTANCE OF DIRECTOR NOMINATION FORM

I, _____ (full name), being the registered owner of erf _____,

hereby declare that;

1. I accept this nomination to stand as a candidate for election to the Board of Directors of the Hoedspruit Wildlife Estate Homeowners Association NPC.
2. I do so out of my own free will, without any force or coercion and am fully aware of the obligations and legal liabilities that such an office brings and am available to attend all meetings as requested.
3. I have not been declared insolvent in the past, and have not surrendered my estate for the benefit of creditors.
4. I have never been convicted of theft, fraud, forgery, uttering of a forged document, perjury or any offence involving dishonesty, whether within the Republic of South Africa or elsewhere.
5. I am not currently being investigated for, or being prosecuted for any criminal offences, whether within the Republic of South Africa or elsewhere.
6. I have never been disqualified under any law from carrying on my profession or been removed from a position of trust or any position of authority.
7. I have never been dismissed from any employment position due to having committed any act of misconduct.
8. I am not currently being disciplined at my place of employment due to having committed any act of misconduct.
9. I have familiarised myself with the requirements for holding an office as a company Director and declare that I am fit and proper to do so.
10. I do not have a record of transgressions of the Hoedspruit Wildlife Estate Rules.
11. The reason for me making myself available to serve on the Board of Directors is to serve the Hoedspruit Wildlife Estate community as a whole.
12. I have no ulterior motives or motivations in favour of or against any Homeowners, Staff Members or service providers employed by the Association.
13. I am not currently implicated in any legal action or dispute involving the Hoedspruit Wildlife Estate Homeowners Association NPC or its members.

Hoedspruit

Wildlife Estate



Home Owners Association

www.hoedspruitwildlifeestate.com

14. I acknowledge that the Board of Directors duties typically will include:

- governing the organization by establishing broad policies and objectives;
- selecting, appointing, supporting and reviewing the performance of the Chief Executive Officer;
- ensuring the availability of adequate financial resources;
- approving and monitoring annual operating and capital budgets;
- accounting to the homeowners for the Association's performance;
- ensuring compliance with the Association's Memorandum of Incorporation

15. I give consent to Hoedspruit Wildlife Estate Homeowners Association NPC or any duly authorised agent thereof, conducting credit checks, employment history checks, criminal checks and any other necessary background checks in order to determine my eligibility to act as a Director.

16. I understand that any information I have supplied, found to be false, may disqualify me from standing for election and if any misrepresentation or non-disclosure is uncovered after the fact, could result in my removal from office.

Nominee signature: _____

ID Number: _____

Date: _____

Place: _____

Telephone Number (H): _____

Telephone Number (W): _____

Cellphone Number: _____

E-mail Address: _____

ANNEXURE B2: EVALUATION COMMITTEE

Evaluation Committee

Duties

The evaluation committee reviews all of the relevant information and develops weighted evaluation criteria that will establish the standards by which to measure how well an applicant's approach meets the needs of the portfolio.

Steps in the Evaluation Process

There are four steps in the process:

- e. Review of mandatory requirements;
- f. Discussions for clarification;
- g. Preliminary evaluation; and
- h. Final evaluation

Proposals sent to the Evaluation Committee

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- Evaluation committee members are expected to conduct themselves in a professional manner at all times when dealing with prospective applicants.
- Individual committee members are responsible for defending their own vote.

ANNEXURE C: DIRECTOR PORTFOLIOS

A) FINANCE DIRECTOR

Responsibilities

- Directing financial planning and strategy.
- Analysing and reporting on financial performance.
- Overseeing audit and tax functions.
- Developing and implementing accounting policies.
- Preparing forecasts and comprehensive budgets.
- Training accounting staff.
- Reviewing departmental budgets.
- Assessing, managing, and minimizing risk.
- Analysing complex financial data.
- Managing internal controls.

Skills

Education

An associate's or bachelor's degree (or significant work experience in a specialised field related to the Finance portfolio) in the specific portfolio for which the potential Director is being nominated is a minimum requirement in being considered for this portfolio. A professional membership / designation (CA(SA), CIMA, professional Auditor or similar) is advantageous).

Communication

Excellent interpersonal skills. Ability to engage in contractual and legal negotiations.

Accounting and Bookkeeping

This portfolio board member should have an expert knowledge of accounting and bookkeeping procedures, as well as Tax, Finance and Audit requirements. Internal Control development and management are also critical.

Administration and Management

The Director should have significant commercial expertise in administration or administrative management and corporate / commercial governance

Computer Skills

Board members must have knowledge of computer programs used to conduct HOA business and should have a knowledge of computer applications.

Time Requirement

4 hours a week

B) COMMUNICATIONS DIRECTOR

Responsibilities

- Develop and implement a communication strategy that includes media outreach and social media content creation. Includes content for the company website, blogs, newsletters and deliver same.
- Maintain a detailed knowledge of the company's policies, principles and strategies.
- Facilitate the resolution of disputes with external role-players.
- Ensure engagement with Members / Owners on key topics and produce quarterly communications to engage Board and Owners / members, and to ensure Owners/Members are informed, and to monitor / perform sentiment analysis and identify in advance issues of concern.

Minimum Skills

Education

At a minimum a high school diploma or equivalent. An associate's or bachelor's degree in the specific portfolio for which the potential Director is being nominated is an advantage in being considered for a board member position.

Communication

Excellent interpersonal skills. Support interactions between fellow board members, property managers, tenants and vendors to create a positive environment and improve tenant participation in HOA activities.

Accounting and Bookkeeping

A general knowledge of accounting and bookkeeping procedures. Ability to interpret basic accounting reports to gauge the financial status of the HOA.

Administration and Management

A member should have a background in administration or administrative management and understand the process of managing important documents.

Computer Skills

Knowledge of computer programs used to conduct HOA business and should have a knowledge of computer applications.

Time Requirement

2 hours a week

C) INFRASTRUCTURE DIRECTOR

Responsibilities

- Shaping the structure and performance of HWE's infrastructure collaborations
- Responsible for overseeing the success of major infrastructure projects including commercial control including modelling future cashflows and projections.
- Contract negotiations including providing advice and exercising contractual law when required.
- Providing commercial, contractual and innovation support.
- Liaising with the Finance Director to ensure that the financial performance of projects are accurately recorded

Minimum Skills

Education

At a minimum a high school diploma or equivalent. An associate's or bachelor's degree in the specific portfolio for which the potential Director is being nominated is an advantage in being considered for a board member position.

Communication

Excellent interpersonal skills. Ability to communicate with specialists in their own technical language.

Accounting and Bookkeeping

A general knowledge of accounting and bookkeeping procedures, including how to interpret basic accounting reports to gauge the financial status of the HOA

Administration and Management

A background in administration or administrative management and understand the process of managing important documents.

Computer Skills

Board members must have knowledge of computer programs used to conduct HOA business and should have a knowledge of computer applications.

Time Requirement

4 hours a week

D) AESTHETICS DIRECTOR

Responsibilities

- Establish landscape, gardens and ground maintenance service strategies.
- Develop and establish effective landscape, gardens and ground maintenance solutions inclusive of techniques and processes.
- Implement an effective management system.
- Implement a formal quality management system.
- Set formal and measurable performance targets and reporting strategies in conjunction with a Service Level Agreement.
- Identify and manage corrective and enhancement actions.
- Employ sound environmental and ecological practices.
- Improve the aesthetic appeal of the surrounding environment to complement existing architecture, and ensure longevity of the grounds

Minimum Skills

Education

At a minimum a high school diploma or equivalent. An associate's or bachelor's degree in the specific portfolio for which the potential Director is being nominated is an advantage in being considered for a board member position.

Communication

Excellent interpersonal skills. Ability to communicate with specialists in their own technical language.

Accounting and Bookkeeping

A general knowledge of accounting and bookkeeping procedures, including how to interpret basic accounting reports to gauge the financial status of the HOA

Administration and Management

A background in administration or administrative management and understand the process of managing important documents.

Computer Skills

Board members must have knowledge of computer programs used to conduct HOA business and should have a knowledge of computer applications.

Time Requirement

4 hours a week

E) LEGAL / GOVERNANCE DIRECTOR

Responsibilities

- Define and manage the Governance strategy for the HOA.
- Identify legal and commercial risks and develop mechanisms to mitigate these.
- Define the Board agenda structure, and pro-actively identify key governance issues for attention.
- Maintain HOA currency with evolving governance and legal requirements.
- Develop policies and compliance structures to ensure risk management.
- Act as interface for Legal specialist interactions.
- Guide the Board as regards procedures, in terms of Companies Act, common law and MOI
- Expertise in internal control development and assessment.

Minimum Skills

Education

Professional membership of a recognised Law Society, or previous experience within such a society.
10 years commercial experience incorporating Compliance, Risk and Governance focused roles.

Communication

Excellent interpersonal skills. Ability to communicate with Financial and Legal specialists on their own terms. Ability to present to Boards & AGM's in a concise and impartial manner.

Accounting and Bookkeeping

Expertise in financial matters, including the ability to draft and interpret non-profit financial statements.

Administration and Management

Commercial experience in Company secretarial / Structuring / Governance fields, with management experience in company administration.

Computer Skills

Board members must have knowledge of computer programs used to conduct HOA business and should have a knowledge of computer applications.

Time Requirement

8 hours per week (1 day per week minimum).

F) COMMERCIAL DIRECTOR

Responsibilities

- Develop and implement commercial strategies according to company goals and objectives.
- Conduct market research and analysis to create detailed business plans on commercial opportunities (business development).
- Understand the requirements of existing customers to ensure their needs are being met.
- Collaborate with and coordinate diverse teams.
- Build and maintain profitable partnerships with key commercial stakeholders.
- Assist in setting financial targets and budget development and monitoring

Minimum Skills

Education

Relevant tertiary education and experience in the corporate / commercial sector with a focus on commercial law and contracts, commercial negotiations, and business development.

Communication

Excellent interpersonal skills. Effective communication skills between fellow board members, property managers, tenants and vendors. Ability to negotiate contractual arrangements between commercial landlords and tenants to protect the interests of the Estate.

Accounting and Bookkeeping

Expertise in financial matters, including the ability to interpret non-profit financial statements. Ability to understand / interpret commercial contracts, and lead negotiations relating thereto.

Administration and Management

Commercial experience in Company secretarial / Structuring / Governance fields, with management experience in company administration.

Computer Skills

Board members must have knowledge of computer programs used to conduct HOA business and should have a knowledge of computer applications.

Time Requirement

5 hours per week (1 day per week minimum).

G) OPERATIONS DIRECTOR

Responsibilities

- Support Management in respect of execution of strategic goals as defined by Board.
- Evaluate regularly the efficiency of business procedures and practices and apply improvements.
- Define operational and procurement processes, and review for effectiveness.
- Review financial information and adjust operational budgets to promote profitability.
- Revise and/or formulate operational policies and promote their implementation.
- Evaluate overall performance by gathering, analyzing and interpreting data.
- Ensure that the company runs with legality and conformity to established regulations.
- Playing a leading role in compiling company budget and growth strategy.
- Engaging employees and leading performance reviews, to ensure engaged and skilled workforce.

Minimum Skills

Education

Relevant tertiary education and experience in the corporate / commercial sector with a focus on operational management.

Communication

Excellent interpersonal skills. Effective communication skills between fellow board members, management and staff.

Accounting and Bookkeeping

Expertise in financial matters, including the ability to interpret non-profit financial statements. Experience in commercial contracting, labour relations, Health and Safety and relevant regulation.

Administration and Management

Experience in operational management, and the administration and related processes therein.

Computer Skills

Board members must have knowledge of computer programs used to conduct HOA business and should have a knowledge of computer applications.

Time Requirement

10 hours per week (2 day per week minimum).

H) CHAIRMAN

Responsibilities

- Provide leadership company wide.
- Lead the Board in formulating high-level decisions about policy and strategy.
- Act as the primary spokesperson for the company.
- Develop the company's culture and overall company vision.
- Create an environment that promotes great performance and positive morale.
- Oversee the company's fiscal activity, including budgeting, reporting, and auditing.
- Work with Directors and build alliances and partnerships with other organizations internal and external.
- Assure all legal and regulatory documents are filed and monitor compliance with laws and regulations.
- Work with the Board to determine values and mission, and plan for short and long term goals.
- Identify and address problems and opportunities for the company.

Minimum Skills

Education

10 years strategic management experience incorporating Board experience, and exposure to Finance, Compliance, Risk and Governance focused roles. Professional qualifications related to Directorship and legal aspects of company management and directorships would be advantageous.

Communication

Excellent interpersonal skills. Ability to communicate with all Board portfolios on their own terms. Ability to present to Boards & AGM's in a concise and impartial manner.

Accounting and Bookkeeping

Expertise in financial matters, including the ability to interpret non-profit financial statements.

Administration and Management

Commercial experience in Company secretarial / Structuring / Governance fields, with management experience in Board administration.

Computer Skills

Board members must have knowledge of computer programs used to conduct HOA business and should have a knowledge of computer applications.

Time Requirement

8 hours per week (1 day per week minimum).

I) WILDLIFE DIRECTOR

Responsibilities

- Analyse Veld Condition Assessments, game counts and other environmental reports (conducted by professional environmental consultants) and help the manager to develop solutions and strategies that will ensure the health of HWE's natural resources.
- Prepare fauna & flora reports for board meetings, AGM's and communication with residents.
- Monitoring storm water run-off and erosion control.
- Monitoring construction projects for environmental impact.
- Planning and monitoring of environmental field work, like bush-clearing or algae-removal from Fish-Eagle Dam.
- Ensuring compliance with safety protocols and procedures as it relates to fauna and flora management.

Minimum Skills

Education

At a minimum a high school diploma or equivalent. Preferably a diploma or degree in the Natural Sciences or Nature Conservation.

Communication

The ability to communicate effectively with the HWE manager and residents who may have concerns regarding the estate's fauna & flora. The ability to write short and concise reports that summarise the state of and strategies to preserve the HWE's natural resources.

Administration and Management

The ability to organise and keep record of annual reports regarding to the HWE's fauna & flora, including VCA's, rainfall figures, came capture reports, etc.

Computer Skills

Board members must have knowledge of computer programs used to conduct HOA business and should have a knowledge of computer applications.

Time Requirement

This varies a lot from month to month, but at least two hours a month for board meetings and a couple of hours a month to respond to e-mails, meet with the manager and to do fauna & flora related monitoring.

J) TOURISM DIRECTOR

Responsibilities

- Maintain a current working knowledge and inventory of HWE tourism assets, and consistently research potential new areas of asset development
- Develops and maintains partnerships with other local organizations, local business community, surrounding communities, and regional marketing and economic development boards.
- Develops and maintains a positive relationship with the business community and maintains public awareness of tourism issues and advertising opportunities.
- Provide report and analysis on tourism industry to HWE Board
- Assist as needed with the Annual General Meeting.
- Perform other duties as assigned by the Chairman.
- Draw up a HWE Tourism Code Of Conduct in conjunction with lodge owners
- Engage with lodge owners with regards to tourism related matters

Minimum Skills

Education

A board member should possess at a minimum a high school diploma or equivalent.

An associate's or bachelor's degree in the specific portfolio for which the potential Director is being nominated is an advantage in being considered for a board member position.

Communication

An HOA board member must have excellent interpersonal skills. Effective communication skills between fellow board members, property managers, tenants and vendors can create a positive environment and improve tenant participation in HOA activities. Communication also includes the distribution of HOA information via email and letters or making phone calls on behalf of the HOA.

Accounting and Bookkeeping

A board member must know how to interpret basic accounting reports to gauge the financial status of the HOA

Administration and Management

A board member with skills in administration and management can help the HOA create a strong business infrastructure.

Computer Skills

Board members must have knowledge of computer programs used to conduct HOA business and should have a knowledge of computer applications.

Time Requirement

2 hours per week

ANNEXURE D: DIRECTOR INTERVIEW PROCESS AND ARTIFACTS

Director Nomination Assessment Template

1. Director to assess the nominations, including interviews using Interview template (below)
2. Vote on whether the individual meets the requirements, using assessment template (below)
3. Recommend the nominee(s) to the AGM.

Candidate Name & Surname: _____

Portfolio interview: _____

Date of Interview: _____

The interview comprises four areas:

1. Background
2. Skills, abilities, and talents
3. Connections and networks
4. Passion for the mission

Background

1. Where do you think your strengths and weaknesses fit in with the current board? (What are the strengths and weaknesses of the current board?)
2. What are your thoughts about our current budget and financial statements? (What is the current financial status?)
3. How does the current term of the position fit in with your other responsibilities? (What is the length of the current term?)
4. Have you had to deal with any legal issues in past positions that would benefit our board? (Are there any past or pending legal issues facing the board?)
5. Have you considered which of our committees are a fit for you? (What are the current committees? Did you have any in mind for me when you recruited me?)
6. How do you think the board's expectations match with your expectations for yourself? (Describe the expectations.)

Skills and Expertise

It goes without saying that you will ask questions about the candidate's skills and expertise concerning issues like marketing, finances, communications, public relations, or industry-specific knowledge. This part of the interview is also a good time to talk about other things like the amount of time that they are willing to commit, not only to board activities, but also to committee-level work.

Remember that no board candidate comes to the interview without a little room to grow. Serving on a board should allow board members the chance to grow in their knowledge and expertise. Delve a little deeper to find out specific areas the candidate wants to develop knowledge and expertise in. This will be important information later if the candidate is chosen.

Candidates don't necessarily need to have all the skills that the board is looking for if they have the willingness to grow in that area. For example, having a strong level of comfort in asking for donations can be a more valuable asset for a candidate than one who has had mild success in getting donations in the past.

Connections and Networking

Every new board member brings a host of new connections within the community and the business arena. Ask questions about who those connections are and how they might be used as resources to benefit the board and the organization. Seek information about potential donors and how the candidate can work to bring those contacts into the organization.

Passion and Commitment

Potential board members are generally drawn to an organization because of their passion for the work the organization does. Strengths, passion, and fit are benchmarks of a strong board candidate. Interview the candidate with questions about passion and commitment such as:

1. What makes our organization's mission powerful for you?
2. What interests you most about our organization?
3. Do you have personal aspirations about serving on our board?
4. What does success look like to you?
5. What motivates you?
6. How do you see yourself fitting in socially with other board members?

In making your final assessment of a candidate, keep in mind that less qualified applicants may have strong potential to grow into the position with the help of a board mentor. Board responsibilities come with legal and other liabilities. Don't downplay the responsibilities, making it sound like the position is less than it is, out of fear of sending the candidate packing. Remember that it should be a reciprocal, two-way conversation. Don't dominate the conversation or try to "sell" the organization. If it looks like the candidate has potential, but may not be the best fit, you might consider "trying them out" by offering them a position on the advisory board or on a committee first.

Voting on the 4 main areas: Score out of 10, motivating the score

- 1.) _____
- 2.) _____
- 3.) _____
- 4.) _____

ANNEXURE E: BOARD COMPETENCY ASSESSMENT

Board composition is a broad term that encompasses issues such as who is on the board and the skills mix of the board. It involves both structural and cultural issues and board effectiveness depends on obtaining the right mix of skills and experience. Board composition varies significantly between organisations and is influenced by:

- Legal requirements including the organisation's constitution and purpose;
- Board size;
- The balance of executive and non-executive directors;
- Director competencies;
- Terms of office for directors; and
- The structure of the shareholding or membership.

Stable boards with long-serving, committed members will have the advantage of a thorough knowledge of the organisation and its mission. However, it is important that the board represents and reflects the interests of its owners/members by injecting some new blood occasionally. Selecting new directors to build a board that is right for the organisation is not a simple task.

Director selection

More and more boards are engaging in more structured and professional processes for director selection. Such processes will generally take into account:

- Alignment of skills with strategic direction;
- Value added to the current board composition;
- Cultural fit with the board;
- Time it will take to be an effective contributor; and
- Succession planning.

Building the right board requires an understanding of director competencies, which involves consideration of the directors' experience, skills, attributes and capabilities. Director competencies encompass two distinct areas: technical competencies and behavioural competencies. Technical competencies are a director's technical skills and experience ("what you need to know and are able to do") such as accounting or legal skills, industry knowledge, experience in strategic planning and corporate governance. Behavioural competencies are a director's capabilities and personal attributes ("how you apply what you know and your personal and interpersonal skills") and include, for example, linkages to the "ownership"; an ability to positively influence people and situations; an ability to assimilate and synthesise complex information; time availability; honesty and integrity; and high ethical standards.

Boards often pay less attention to director capabilities that may not be evident in a CV that lists the director's qualifications and experience. Consideration should therefore be given to whether the board needs a mix of directors who can:

- Assimilate and synthesise complex information quickly;
- Develop and deliver a cogent argument;
- Be innovative and think beyond the square; and
- Understand issues at both the detailed and "big-picture" level.

All directors need to have the ability to make points succinctly and effectively at board meetings and not be either the "silent" director who never speaks or the "loudmouth" director who seeks to dominate all discussions.

Prior to reappointing, nominating or appointing individuals as directors, the board should:

- Consider what competencies and skills the board, as a whole, should possess, recognising that the particular competencies and skills required for one board may not be the same as those required for another;
- Assess what competencies and skills each incumbent director possesses. Since it is unlikely that any single director will possess all the competencies and skills required, the board should be considered as a group in which each individual makes their own contribution;
- Consider the character of directors and their fit with the current board culture. Some attributes worthy of consideration include self-awareness, integrity and high ethical standards. Boardroom dynamics will be impacted by the personalities and behavioural types present, so attention should also be paid to these qualities.

The table below shows a simple competency matrix that can be employed to assess the board’s capability requirements against the mix of current directors.

Table: Board competency matrix example

Industry knowledge / experience	Director A	Director B	Director C	Director D	Director E	Director F	Director G	Director H
Industry experience								
Knowledge of sector								
Knowledge of broad public policy direction								
Understanding of government legislation / legislative process								
Technical skills / experience	Director A	Director B	Director C	Director D	Director E	Director F	Director G	Director H
Accounting								
Finance								
Law								
Marketing experience								
Information technology								
Public relations								
Experience in developing and implementing risk management systems								
Human resource management								
CEO / senior management experience								
Strategy development and implementation								
Listening skills								
Verbal communication skills								
Understanding of effective decision-making processes								
Willingness and ability to devote time and energy to the role								