

**Hilton Head Plantation Property Owners Association, Inc.
Board of Directors**

GUIDELINES FOR EXECUTIVE COMMITTEE

WHEREAS Article X, Section 1 of the Hilton Head Plantation Property Owners' Association By-Laws grants the Board of Directors the powers and duties necessary for the administration of the Affairs of the Association:

WHEREAS Article X, section 1. of those By-Laws establishes an Executive Committee. "The Officers shall comprise the Executive Committee of the Association, whose primary responsibility shall include assisting in designating how problems and issues are addressed, overseeing the work of the General Manager, preparing recommendations on issues for the Board, functioning as the Personnel Committee for the Board, assuming the duties of the General Manager if necessary, and acting for the Board in emergencies."

Purpose:

The Executive Committee meets in a work session atmosphere to act on behalf of the Hilton Head Plantation Property Owners Association, Inc. ("HHPPOA") Board of Directors ("Board") to facilitate internal HHPPOA operating decisions, execute policy and direction as set forth and previously approved by the Board, and interact with the General Manager within the employer-employee relationship.

Authority:

The Executive Committee is authorized by the Board to act solely within the scope of these Guidelines. Any policy changes, new policies or programs, or purchases out side of the scope of these guidelines must be approved by action of the full Board.

Membership:

The Executive Committee consists of the Board President, Vice President, Secretary/Treasurer* and the General Manager. The General Manager is a non-voting member. Each Board member who is not a standing member of the Executive Committee will serve as an alternate to the Executive Committee, one Board member per meeting, in a rotation to be agreed upon by the Board. They shall attend their assigned meeting(s) and may vote if a standing member of the Executive Committee is absent. The Alternate member of the Executive Committee will not attend meetings of the Executive Committee when it is acting in its capacity as the Personnel Committee.

One Board member will serve as both Secretary and Treasurer of the Board and record actions of the meeting, unless a Recording Secretary is oth erwise provided.

Meetings

The Executive Committee meets once a month, the week preceding the regularly scheduled meeting of the full Board, or upon additional call by the President. A quorum of two (2) or more voting Executive Committee members is required to take action.

Guidelines and Responsibilities:

The Executive Committee shall observe and comply with the "General Committees Guidelines " as established by the Board except as otherwise stated in this document.

The primary responsibility of the Executive Committee is to assist as needed with, proposals, problems and requests, to determine which of these should be handled by the General Manager and staff, which should be handled by the Executive Committee and which should be presented and handled by the Board for decision.

In fulfilling its responsibility, the Executive Committee shall perform functions, which include, but are not limited to, the following:

- assisting the General Manager on internal operating decisions of the HHPPOA as necessary;
- approving bid selection for items previously approved in the annual operating, capital or repair and replacement budgets having a bid value of \$25,000 or less.
 - a. The Executive Committee may approve bids/purchases on an emergency basis that were not previously approved in the budget if, in the opinion of the Board President and the General Manager, the delay in procurement: will create an undue hardship on the residents of the POA; posed a imminent threat to property; or is considered a Health or Safety concern that requires timely attention.
- serving as the Architectural Review Board Appeal Review Committee to hear and decide appeals from decisions of the Architectural Review Board.
- serving as the Covenant Appeal Review Committee to hear and decide appeals for fines imposed for covenant violations.
- setting the agenda for the Board of Directors meetings, both regular and closed sessions.
- referring items to HHP committees or staff if deemed incomplete for full Board action;

- reporting back to a Committee on a particular recommendation not forwarded to the Board for consideration, explaining the Executive Committee's position;
- Performing such other functions as directed by the Board;
- Serving as the Personnel Committee, and as the Personnel Committee perform the following functions:
 - a. Provide advice to the General Manager in establishing and maintaining job descriptions and compensation schedules for all positions.
 - b. Provide advice to the General Manager and Finance Committee on proposed percentage of increase in the salary schedules on an annual basis.
 - c. Provide counsel and assistance to the Board and General Manager on personnel issues, compensations, evaluation procedures for POA employees, employment and termination procedures.
 - d. Review with the General Manager the group benefit program for employees of the HHPPOA and submit written recommendations to the BOARD.
 - e. Periodically formally evaluate the performance of the General Manager; reviewing his/her success in attaining previously set goals and establishing, as appropriate future goals. Has the authority to review the General Manager's contract and negotiate his/her compensation and benefits.
 - f. Act expeditiously to resolve potentially litigious employment issues that could place the POA in legal peril.

Adopted by HHP Board of Directors on April 25, 2000

Revised by HHP Board of Directors on June 24, 2003

Revised by HHP Board of Directors on December 9, 2003

Revised and approved by HHP Board of Directors on 2/24/04