



From: RHCC NOMINATING COMMITTEE
To: BOARD OF DIRECTORS CANDIDATE PROSPECTS

Thank you for your interest in serving Round Hill CC on the Board of Directors.

This packet includes the following:

- 1) Board Election Notice
- 2) Board of Directors Candidate Application
 - Board of Directors Candidate Profile
 - Authorization for Background Check
 - Term Limits Agreement
- 3) Nominating Committee and Election Procedures
- 4) Term Limits Policy
- 5) Board Member Code of Conduct

As indicated in the Board Election Notice, the Candidate Application must be completed by all new candidates and returned to Kristine Walton, Membership Services Director by June 1, 2023. Complete Candidate Applications will include signed (1) Board of Directors Candidate Profile (2) Authorization for Background Check, and (3) Term Limits Agreement. Only complete Candidate Applications will be submitted to the Nominating Committee for consideration. The Nominating Committee will schedule interviews with the prospective candidates during June and July. All candidates must be available for an interview to be considered. The Nominating Committee will make its candidate recommendations to the Board of Directors at their July 26, 2023 meeting. Candidates will be notified immediately following that Board meeting of their status as a candidate.

Post Board approval, the Board may schedule a “Meet the Candidates Night”, providing a casual social setting for the Shareholders to meet the Candidates in August. Candidates will be required to submit their Candidate’s Statement and a photo to staff for the preparation of the balloting materials no later than August 15, 2023.

Please be advised that Campaigning for Board of Director positions is not permitted. The RHCC Rules & Regulations specifically prohibits use of the Membership Roster for this purpose. Section I.14 states in part, “...*In addition, the RHCC Membership Roster, including the email addresses and telephone numbers therein, and all Club-related email address lists, mailing addresses or telephone lists are not to be used for campaign purposes or otherwise communicating about any nominee or candidate for Club office or attempting to influence RHCC Members in any Club election or other balloting without prior written approval of the General Manager, Club President or the Board of Directors.*”

Again, your interest in the Club is very much appreciated.



BOARD ELECTION NOTICE

The RHCC Nominating Committee is seeking interested and qualified applicants to run for election for the year 2023-2024. Each year all nine Board of Directors' positions are up for election. Applicants should have previous Round Hill Standing Committee or Subcommittee service for a minimum of two years, in addition to other work and volunteer experience. While six of the nine Directors must be shareholders, the Nominating Committee considers the need for various skills on the Board and seeks diversity among the candidates. Applications are available at the Club Reception Desk or in the Membership Services Office.

NOMINATION PROCEDURE and CRITICAL DATES

May 1, 2023: The current Board of Directors will notify the Board President and Nominating Committee Chair whether or not they intend to seek reelection.

June 1, 2023: Candidate Profiles, Candidate Statements and Authorizations for Background Checks (Candidate Applications), for all candidates, including incumbents, are due to the Nominating Committee. All candidates, including incumbents, must make themselves available for interviews with the Nominating Committee prior to the July RHCC Board meeting.

July 26, 2023, RHCC Board Meeting: The Nominating Committee will recommend at least nine candidates for Board of Directors approval. Immediately following Board Approval, the Nominating Committee will inform all formal candidates of the Board's decision.

August 15, 2023: A Member who submitted a completed application by June 1, 2023, but is not approved as a Nominee by the Board of Directors, may have his/her name added to the list of Nominees through submission to the Board of a petition signed by at least 50 Shareholders in good standing, with only one signature per share accepted per petition. Either of the Joint Shareholders may sign the petition, but multiple signatures on the same petition will invalidate both signatures. Petitions may contain the name of only one candidate. Such a petition must be submitted to the Inspectors of Election by end of day, August 15, 2023.

Note that candidates must have submitted a complete application to the Nominating Committee by June 1, 2023, or other deadline as extended by the Board to have the option of entering the election through the petition process.

August 15, 2023: Board Candidates, and any potential Candidates in Petition Process are required to submit their Candidate's Statement to the Membership Office by this date. Candidates Statements will be published to the Shareholders in advance of the Ballot.

September 1, 2023: Official Ballot will be distributed.

Completed ballots may be returned at any time up to and including the date of the ANNUAL MEETING, September 11, 2023. (See Article IX, Section 9.01 (B) of the RHCC Bylaws.)



BOARD OF DIRECTORS CANDIDATE PROFILE

Please Print or Type • Must be submitted to the Membership Office by June 1, 2023

Name _____ Member Number _____

Shareholder Golf Member Other Membership Class _____

Phone No. _____ E-mail _____

- How long have you been a Member of RHCC: _____
- If you have served on or chaired any RHCC Committees/Subcommittees, which one(s), and for how long?

- If you have served on or chaired any Committees at other Clubs, explain:

- Current Occupation _____

- Educational Background _____

- Community Activities, Clubs or other Organizations in which you have participated:

- Please explain your goals as a Director (Use another page if necessary: _____

- Do you endorse the RHCC Mission Statement? Yes No

Mission Statement: A Premier country club dedicated to and recognized for providing its Members, their Families and Guests with an exceptional experience.

- In your opinion, what are the three most important actions the Board should undertake with respect to the future of RHCC? Use another page if necessary.

Signed and Dated _____



Information Authorization

I hereby give permission for the Round Hill Nominating Committee to obtain a background check as a part of my application for RHCC Board candidacy.

I understand:

- The report will be kept strictly confidential, viewed only by the Membership Services Director and Nominating Committee Chair
- I am entitled to a copy of this report
- The report will be destroyed when it is no longer needed by the Nominating Committee

Name (include middle initial if any) _____

Member Number _____

Social Security Number _____

Date _____

Address _____

Date of Birth _____

Signature _____



RHCC Board of Directors
Agreement to Comply with the Term Limits Policy
(Term Limits Agreement)

As an applicant for the Round Hill Board of Directors for the election year 2023-2024, I have received and read the Nominating Committee and Election Procedures (Procedures) and the Term Limits Policy. I understand this Term Limits Policy limits a Director's service to not more than three consecutive one-year terms on the RHCC Board of Directors.

I agree to comply with all of the Procedures and the Term Limits Policy and not seek election beyond a third one-year term, except with Board approval as referenced in paragraph four (4) of the Procedures.

I further understand that acknowledging my compliance by my signature to this document is a necessary requirement for all valid candidate applications.

Applicant Signature

Date



NOMINATING COMMITTEE AND ELECTION PROCEDURES FOR BOARD OF DIRECTORS

The procedures for the nomination and election of the Nominees for the Board of Directors will be as follows:

1. In addition to advertising through the various Club publications, the Nominating Committee will solicit applications for the Board from the Membership. In addition, it will proactively seek to generate candidates for consideration and maintain a list of prospective candidates. It should seek recommendations from the chairs of each RHCC committee for qualified individuals based on their committee service. It will give consideration to each Member's past and present service to the Club, which should include at least two years of recent service on a Standing Committee or Subcommittee, length and type of Membership and personal and professional qualifications.
2. The Nominating Committee should consider the length of service of current Board Members and the desire to include fresh perspectives on the Board. In doing so, the Nominating Committee will seek to recommend Nominees that are willing to serve for three (3) consecutive one-year terms to maintain continuity and to create a Board rotation that over time will provide approximately three open Board positions annually.
3. The Nominating Committee will comply with the Board approved Term Limits Policy to establish terms for each elected Director after the 2020 election. That criterion considers tenure of Board service to establish the number of remaining one-year terms for each of the elected Directors in 2020.
4. The Nominating Committee will nominate enough Golf Member Shareholders to meet the requirement that two-thirds of the Board meet this criterion.
5. A Member who previously served on the Board may seek election if they have been off the Board for at least two (2) years.
6. The Board will provide a list of attributes used in the selection process.
7. The Nominating Committee will set a deadline for receipt of Candidate Applications and notification from current Members of the Board of Directors whether they intend to seek re-election. The deadline for current Board members shall be one month prior to the deadline for submission of the completed Candidate Applications as detailed in paragraph ten (10).
8. Each applicant for an open Board position will receive a Board of Directors Candidate Information Packet which will include (1) Candidate Profile form, (2) Critical Election Dates, (3) Authorization for Background Check, (4) Nominating Committee and Election Procedures, and (5) Agreement to Comply with the Term Limits Policy. The Candidate Application will include the completed Candidate Profile, Candidate Statement, signed Authorization for Background Check and signed Term Limits Agreement submitted to the staff member responsible for RHCC Elections (RHCC Elections Administrator), or their designee, by the stated deadline. Incomplete applications will not be submitted to the Nominating Committee. These applicants not meeting all the requirements will not proceed through the nomination and election process and will not be able to enter the election through the petition process since that applicant's name was not submitted to the Nominating Committee pursuant to the Bylaws.



9. In the event that the committee has not received a sufficient number of applicants from qualified Members to fill all available Board seats by the deadline set by the Nominating Committee, the Board has the authority to grant a deadline extension.
10. The Nominating Committee will thoroughly vet each applicant. Vetting procedures will at a minimum include the following:
 - Board of Directors 360 self-evaluations (current Board)
 - Internal and external background checks on all potential candidates
 - Applicant interviews for all new candidates. The Nominating Committee may request interviews with incumbent board members at the Nominating Committee's discretion.
11. Nominating Committee Members will sign Non-Disclosure Agreements. Names of all applicants under consideration will remain confidential. Any records relating to applicants will be delivered to and retained by the Club, on Club property.
12. The Nominating Committee will present its list of at least nine (9) Nominees to the Board at the July Board meeting.
13. The Board will have the authority to question the Nominating Committee about their recommendations, and the qualifications of the Nominees and to approve or reject any Nominee and request that the Nominating Committee replace the Nominee with another qualified applicant.
14. The Nominating Committee will depart the meeting.
15. The Board will conduct pre-voting discussion, if any.
16. The Board will vote to elect the Nominees. If a majority of the Board votes in favor of the list presented by the Nominating Committee, those Nominees will be approved.
17. The Board may adopt a voting plan in which the Members of the Board vote separately on each individual Nominee. Similarly, should the Board, when voting on the list of Nominees, reject the list, voting on the individual Nominees will follow.

Under the latter procedure, each Nominee who receives a simple majority of votes from the Board will be approved. If one or more Nominee does not receive a simple majority vote from the Board, and the result is that fewer than nine candidates are approved by the Board, the Nominating Committee will rejoin the Board and discuss the process for submitting replacement candidates.
18. Immediately following the July Board meeting, the Nominating Committee Chair will inform any applicant for the Board who was considered by the Nominating Committee whether he or she has been approved by the Board for inclusion on the Shareholders' Ballot.
19. A Member who has submitted an application to the Nominating Committee by the deadline set by the Nominating Committee but is not recommended as a candidate by the Nominating Committee or approved by the Board of Directors, may have his/her name added to the list of candidates through submission to the Board of a petition signed by at least 50 Shareholders in good standing, with only one signature per share accepted per petition. Either of the Joint Shareholders may sign the petition, but signatures by more than one of the joint Shareholders on the same petition will invalidate both signatures. Petitions may contain the name of only one candidate. The petition will be kept on file in the Club Administrative offices, and each signature must be witnessed by the RHCC Elections Administrator, the General Manager or



their designee to ensure that the signee is a shareholder and the only Member of a family signing the petition. Shareholders who are unable to sign the petition in person may request an electronic petition to sign from the RHCC Elections Administrator. Names of those who sign the petition will be kept confidential. Such a petition must be submitted to the Inspectors of Election for validation by August 15, end of business day.

20. Candidates who are on the ballot will submit a Candidate's Statement which will be widely distributed to the shareholders prior to the election. Candidates on the ballot may be given the opportunity to participate in a Meet the Candidates Night.

Approved 8-26-20
Rev. 4-12-23



RHCC BOARD OF DIRECTORS TERM LIMITS POLICY AND PROCEDURES

- 1) Immediately after the 2020 elections establish term limits for all elected Directors. Each Director will sign an Agreement to Comply with the Term Limits Policy (Term Limits Agreement). Best practices suggest 3 years.
- 2) Procedures to establish terms for Directors following the 2020 election will be as follows:

-Directors who will complete 3 or more years in 2021 will have met their Board service commitment and will NOT be able to seek re-election, unless the exception in paragraph (6) below is enacted by the Board.

*-Determining terms for the Remaining Directors--*Establish terms based on the number of years served by each of the elected Directors in 2020. Directors serving their second year will be an Unopposed Nominee in the 2021 election and that will be their final term. Directors serving their first year will be an Unopposed Nominee in the 2021 and 2022 elections and 2022 will be their final term.

-Definition of "Unopposed Nominee"—An Unopposed Nominee is one that will NOT be required to submit a full Candidate Application. They will not be interviewed by the Nominating Committee unless (1) there are red flags identified in the background check, Member file review or the 360 evaluation, or (2) if requested by the Nominating Committee to help with the nominating process. The Nominating Committee will have the authority to NOT recommend an Unopposed Nominee if the nominee no longer meets the qualifications of a Board Member based on their due diligence.

The Unopposed Nominees will confirm their intent to seek re-election in compliance with paragraph (9) of the Nominating Committee and Election Procedures and provide a signed background check authorization and a candidate statement for the Ballot.

- 3) Beginning with 2021 elections and in all subsequent elections, Candidate applications will be submitted to the staff member responsible for the Round Hill CC Elections and reviewed for completeness before submission to the Nominating Committee. The Candidate Application will include an acknowledgement and an Agreement to Comply with the Term Limits Policy to be signed by the applicants. Lack of signature will be deemed an incomplete application and will not be submitted to the Nominating Committee. This applicant will NOT proceed through the nomination and election process and will NOT be able to enter the election through the petition process since that applicant's name was NOT submitted to the Nominating Committee pursuant to the Bylaws.
- 4) In making candidate recommendations to the Board, the Nominating Committee will nominate enough Golf Member Shareholders to meet the requirement that two-thirds of the Board are Golf Member Shareholders.
- 5) Included is a provision for the sitting Board to provide an exception due to unique circumstances. This exception should be for a one-year extension to the term of a Director and requires a 2/3's majority favorable vote of the sitting Board.
- 6) After a 2-year hiatus from the Board, a Member who has previously served on the Board may seek election again.

BOARD MEMBER CODE OF CONDUCT

- Prepare yourself by reading the advance material and stay focused during the full meeting.
- Minimize distractions, especially cell phones that should be switched to silent.
- Keep the best long-term interests of the Club and its Members foremost in your Board participation and decision-making process; there is no room for personal ego or agendas.
- Be a leading example of a Member and treat all Members and staff with respect.
- Allow for respectful disagreement in discourse, all views are encouraged and beneficial.
- Promote harmony and good will amongst Members and staff.
- Be open and honest in dealings with Members and staff, communicate openly and often, but keep sensitive matters within the meeting.
- Listen to the views and opinions of Members and staff.
- Support the decisions of the Board.
- Get involved; be prepared to take on a subcommittee, including chairing the subcommittee.
- Do not go back to revisit past decisions unless there is a material change in the decision criteria. Discussions regarding staff members should only be done in a confidential executive session.
- Committee members advise, inform and recommend policies.
- Board Members are NOT responsible for the day-to-day operations or management of the Club and will allow the General Manager to run Club operations.
- Consumption of alcoholic beverages during Board or Committee meetings is prohibited unless approved in advance by the Chair or President.