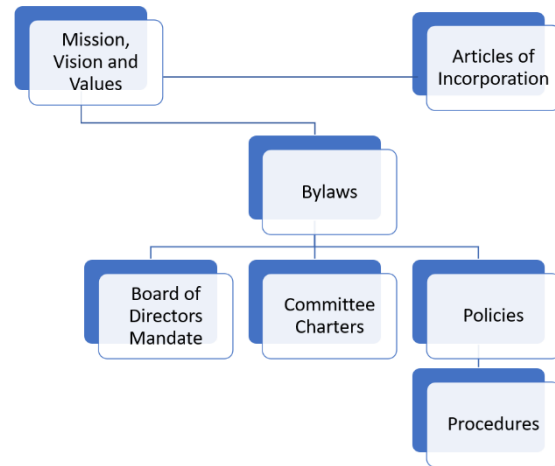




THE VILLAGES HOMEOWNERS ADVOCATES, INC. BOARD OF DIRECTORS MANDATE

VHA Documents: Operations of The Villages Homeowners Advocates, Inc. (VHA) are governed by a family of documents. These include:

- VHA Mission, Vision, and Values
- VHA Articles of Incorporation and Bylaws
- VHA Board Mandate
- VHA Committee Charters
- VHA Policies
- VHA Procedures



The Board’s structure, Members’ qualifications, and Board Meetings are covered in the Bylaws and are not duplicated here. The purpose of this mandate is to define the responsibilities of the VHA Board of Directors. This Mandate must be reviewed annually at October and/or November Board meetings.

Board of Directors Primary Purpose

The Board of Directors guides and oversees the governance of The Villages Homeowners Advocates, Inc.

Limitation of the Board of Directors Role

While the Board establishes policy, ensures legal compliance, and oversees the performance of the VHA in accordance with the Bylaws, it does NOT manage the VHA or its activities and does not establish procedures. These are the responsibility of the Officers and other managers.

Board Membership and Meeting Attendance

The Board consists of eleven members, including:

- The VHA President
- The VHA Past President
- The VHA Treasurer
- Eight (8) elected directors

In addition, non-voting invitees regularly attend Board meetings, including:

- The VHA Executive Vice-President
- The VHA Secretary (who also keeps the minutes of the meetings)
- A representative of The VHA Helping Hands
- Others, as specifically requested

Board members are expected to attend all regular Board meetings, unless excused by The VHA President or due to last-second emergency. Board members are welcome to attend any meetings of The VHA by contacting the meeting chairpersons in advance.



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Specific Responsibilities--

- 1) **Continuity:** The Board may ask a Nominating Committee to recruit, vet, and nominate new Directors and Officers (refer to **Committee Charter: VHA Nominating Committee**) as follows:
 - a) Directors: Directors shall be elected by the VHA as described in the Bylaws.
 - b) Officers:
 - i) Executive Vice-President: The Executive Vice-President will be nominated to replace an outgoing President. Therefore, a new Executive Vice-President must be nominated and elected by the Board.
 - ii) President: If the Executive Vice-President is not able to replace the outgoing President, a new President must be nominated and elected by the Board.
 - iii) Other Officers: Other than as described herein, officers are appointed by the President.
 - c) Orientation:
 - i) New Directors: The Board provides orientation to new members to help them understand the operations of the VHA and the Board. Each new member is provided with access to VHA Board documents (VHA Bylaws, Board of Directors Mandate, VHA policies, and committee charters) and current Director and Officer contact information.
 - ii) New Officers: The Board shall provide resources to enable the orientation of new Officers by the incumbent Officers, including access to appropriate VHA documents, including policies and procedures.
- 2) **Policies:**
 - a) Policy Sources:
 - i) VHA Members
 - ii) Executive Committee
 - b) Policy Creation: Using input from the above, the Board establishes policies that maintain the culture of the VHA and provide structure toward carrying out the VHA mission. When a new policy is proposed, it shall be presented to the Board for approval. The Board will review the proposal and either approve, reject, or suggest modifications.
 - c) Policy Maintenance: The Board may ask the Executive Committee and/or other VHA members to review each existing policy upon need and no later than its triennial review date to determine if there is a need for updating, editing, or elimination.
 - d) Update: Where updating or editing of a policy is needed, the proposed policy with changes will be presented to the Board for approval. The Board will review the proposal and either approve or reject the updated policy. If rejected, the proposal shall be returned to the proposer with an explanation. Where the proposal is to eliminate an existing policy, the Board shall either approve or reject its elimination.
- 3) **Oversight:**
 - a) VHA Legal Compliance: The Board ensures that the VHA complies with all laws and rules established by duly elected governmental and district legislative bodies, as well as the Bylaws.
 - b) VHA Compliance with its Governing Documents: The Board periodically reviews operations of the VHA to ensure that they are conducted in accordance with VHA mission, vision, values, and policies. The review may include a study of procedures, financial performance, member surveys, Executive Committee discussion, and direct observation by board members, among other sources.



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- c) **VHA Fiscal Performance:** The VHA Audit Committee is responsible for reviewing fiscal performance of the VHA (refer to **Committee Charter: VHA Audit Committee**) and reporting to the Board of Directors. In addition, the Treasurer is directed to provide Board members with financial statements for review at regular meetings of the Board.
 - d) **VHA Communications:** In addition to overseeing the effectiveness of VHA communications:
 - i) **Internal:** The Board provides the resources to enable the VHA to conduct effective communications between and among Executive Committee, volunteers, and general membership.
 - ii) **External:** The Board provides resources that enable the VHA to communicate effectively with external stakeholders to carry out its mission.
 - e) **VHA Programs:** The Board reviews the performance of the various VHA programs (e.g. Membership, New Resident Night, Golf Cart Safety, etc.) by receiving brief reports on programs. The Board can provide feedback through the President and, if requested, can identify improvements in policies or budgeting to support the Programs.
- 4) **Risk Management:** The Officers of the VHA are expected to consider risk while carrying out their duties. Oversight of risk management is the responsibility of the Board, in order to protect the assets, reputation, and values of the organization.
- 5) **Strategic Planning:** (Refer to **Committee Charter: VHA Strategic Planning Committee**) The Board of Directors Strategic Planning Committee works with The VHA President and Executive Committee to update the VHA Strategic Plan, including recommending input from external stakeholders where appropriate. Strategic Plans are approved by the Board of Directors.
- 6) **Board Self-Improvement:** At least once each year, the Board shall meet outside of a regular meeting, for the sole purpose of reviewing its own performance, develop methods for improvement, and provide checks to maintain good performance. This meeting shall be scheduled by the Board's chairperson in the second half of the calendar year and shall be led by an experienced facilitator.



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Board Qualifications

Ideally, The VHA Board should, among its members, possess the following knowledge/skills:

- 1 Accounting
- 2 Audit
- 3 Building/Property
- 4 Communications/PR
- 5 Finance
- 6 Governance
- 7 HR
- 8 Not-for-Profit Volunteer Experience
- 9 IT/Digital
- 10 Legal
- 11 Marketing/Communications
- 12 Risk
- 13 Senior Management Experience - Leadership
 - Policy Development
 - Strategy & Planning
 - Specific to the VHA Mission
 - Board knowledge
- 14 Fund Raising

Every Board member needs the following knowledge/skills:

- 1 Emotional Intelligence
- 2 Political Intelligence
- 3 Maturity
- 4 Interpersonal Skills