

POATRI Expectations

(Director Responsibilities, Time and Resource, and Code of Ethics).

This information is provided to candidates so that you may understand the scope and type of responsibilities that you will undertake as a POATRI board director.

Director responsibilities - from the Board Procedural Manual

A Director shall:

1. Be a strong advocate for the Property Owners Association of Terlingua Ranch (POATRI); enhance the public image.
2. Regularly attend board meetings and important related meetings, including the Board Orientation that occurs shortly after election and at intervals thereafter. It is required that all candidates for Director attend the January members meeting and be available for the orientation meeting that will follow on the same weekend.
3. Make a serious commitment to participate actively in committee work.
4. Volunteer for and willingly accept assignments and complete them thoroughly and on time.
5. Stay informed about committee matters, prepare well for meetings, and review and comment on minutes and reports.
6. Get to know other committee members and build a collegial working relationship that contributes to consensus.
7. Be an active participant in all annual evaluations and planning efforts.
8. Refrain from engaging in any form of electioneering for Director candidates, including membership in any formal or informal political organization wherein Board position or name is utilized.
9. Speak for the organization only when authorized and refrain from engaging in restricted acts as defined in the bylaws.
10. Keep disagreement impersonal, practicing discretion and accepting decisions made on a majority basis so that board unity and confidence are promoted.
11. Optimize relationship between Directors and Management, always striving to ameliorate tensions in a way that supports management.
12. Govern by broad policies and objectives.
13. Respects the division of policy making and operations by referring property owner questions and comments regarding management to the General Manager.

Time and resource commitments

- The POATRI Board has four scheduled meetings per year.
- The meetings are conducted at the ranch and require a two night stay over.
- Transportation to meetings and meals are at your own expense.
- Two nights lodging is provided at the ranch.
- During each month there will be periodic phone calls and conference calls among directors, at your own expense.
- Email is a primary method of communication and requires several hours a month.

Director Code of Ethics

The Board of Directors for the Property Owners Association of Terlingua Ranch, Inc. (POATRI) is committed to ensuring that its role and responsibilities are well defined and that expectations of the Board and of individual Directors are clear regarding standards of ethical conduct.

Therefore, we shall conduct ourselves in a professional manner, commit to teamwork and cooperation, and demonstrate behaviors that uphold the values of honesty, integrity, trust and respect for all of the policies and persons involved with POATRI.

More specifically, we the POATRI Board of Directors and we as individual Directors shall adhere to the following Code of Ethics & Standards of Conduct.

Code of Ethics & Standards of Conduct

- Conduct ourselves in a manner consistent with sound business and ethical practices to ensure and maintain owner confidence in the integrity of POATRI.
- Conduct POATRI business in a manner that ensures a) management and personnel are free from any internal or external pressures that may adversely affect the quality of their work; and b) the integrity of POATRI is maintained.
- Diligently support the Bylaws and Policies & Procedures that are constructed to ensure sound business and ethical practices and behavior.
- Avoid involvement in any activities that would diminish stakeholder confidence in the Board's competence, impartiality, judgment, or integrity.
- Attempt to reconcile conflicts or differences with honesty and respect.
- Avoid activities that create undue stress which may impact Board decisions and actions.
- Avoid the perception of conflict of interest which may arise whenever the personal or professional interests of a board member are potentially at odds with the best interest of POATRI.
- Be aware, as representatives of POATRI, that the wellbeing and interest of the membership as a whole is paramount in all POATRI actions.
- Abide by and support final decisions made by a majority of the Directors.

Specifically, no POATRI Director, individually, or as a Board, shall engage in the following conduct:

- Discuss any confidential information (as defined below) with persons other than the POATRI Officers, Directors, General Manager, Accountant, Attorney or Auditors
- Release or allow access to confidential information (as defined below) without prior authorization from the entire Board of Directors and the corporation attorney.

CONFIDENTIAL INFORMATION:

At times the POATRI Board of Directors may engage in discussions and, in some cases, may make policy decisions concerning the financial position of POATRI, owner accounts, owner files, future plans for POATRI, and other confidential and sensitive information. To make prudent decisions that serve the best interest of POATRI, and to intelligently consider all options in making recommendations, the Board may need to evaluate confidential, sensitive and proprietary information.

Therefore, the Board and its individual Directors agree that confidential information shall include, but is not limited to, information considered to be confidential by law, either constitutional, statutory, or by judicial decision. Examples of such confidential information include:

- Any information that could constitute an invasion of privacy, employment records, job related testing scores, disciplinary actions, wage history, employment background checks, medical records, as regards both current and former employees of POATRI
- Information that disclosure of or unauthorized use of which has the potential to harm POATRI
- Third party financial or proprietary information,
- Pending or past legal investigations or employee grievances,
- Attorney-client privileged information

Confidential information shall also include, but is not limited to, information considered to be confidential by the POATRI attorney or auditor, or POATRI policies and governing documents. Examples include, but are not limited to, minutes from executive meetings, attorney-Board and auditor-Board privileged information, confidentiality agreements, or proprietary information obtained for POATRI business.

I, the undersigned Director of the POATRI Board of Directors, do hereby acknowledge my understanding and acceptance of the stated Code of Ethics and Standards of Conduct.

Date: _____

Signature
Printed Name: _____

ATTEST:

Corporation Secretary