



**Board of Directors  
Charter of the Personnel Committee  
Amended and Restated November 1, 2016**

I. Purpose

The Personnel Committee is appointed by the Board of Directors to assist the Board in fulfilling its oversight responsibilities in respect of personnel and employees of the Association. This Charter does not alter the provisions of the Association's Act, Bylaws, Plan of Operation, Policies and Procedures, the Texas Open Meeting Act, or the Texas Public Information Act. The Personnel Committee's primary responsibilities are to:

- Ensure the Board of Directors conducts an annual performance review of the Executive Director, and make recommendations to the Board of Directors regarding Executive Director's compensation and benefits.
- Consider and review benefits to be provided to Association employees.
- Monitor training initiatives of Association management and staff as required by Association policies or the Board of Directors.

II. Committee Composition and Meetings

The Personnel Committee shall be comprised of three or more directors, each of whom shall be free from any relationship that would interfere with the exercise of his/her independent judgment. All members of the Committee shall have a basic understanding of management of employees, and at least one member of the Committee should have personnel management experience.

The chair and members of the Personnel Committee shall be appointed by the Board of Directors. If the chair or a committee member is absent from a committee meeting, the Board Chair may appoint a temporary, substitute chair or member in accordance with the Bylaws.

The Committee shall meet at least once annually, or more frequently as circumstances dictate. The Personnel Committee Chair shall prepare and/or approve an agenda in advance of each meeting. Written materials shall be received from management and others, if appropriate, in advance of meeting dates. Personnel Committee members are responsible for reviewing written materials in sufficient depth before a meeting in order to meaningfully participate in Committee dialogue.

Unless other arrangements are made, the Personnel Committee requires Association management, the Association's counsel, and Board counsel to attend all meetings of the Committee. The Committee may request other professionals to attend a Committee meeting, or to meet with any members of, or consultants to, the Committee. The Personnel Committee shall report to the Board of Directors after each meeting and shall make recommendations, as necessary, to the Board of Directors. The Personnel Committee only has the power to act on behalf of the Board of Directors with specific prior approval granted in a resolution of the Board.

### III. Responsibilities and Duties

1. Annually solicit performance evaluation information of the Executive Director from all Directors, and provide a compilation evaluation report to the Board of Directors for consideration at its April meeting. Make recommendations for the Executive Director's compensation and benefits to the Board of Directors at its April meeting.
2. Review and recommend to the Board benefits for Association employees.
3. Monitor and recommend to the Board training for Association management and employees.
4. Make recommendations to the Board as necessary regarding personnel or employment matters.
5. Perform any other activities consistent with this Charter, the Association's Act, Bylaws, Plan of Operation, Policies and Procedures, the Texas Open Meetings Act, and the Texas Public Information Act, and as the Personnel Committee and Board of Directors deem necessary or appropriate.
6. Maintain minutes of meetings and report to the Board of Directors on significant results of the foregoing activities.
7. Review and reassess the adequacy of this charter at least annually and recommend any proposed changes to the Board for approval.