

Board of Director Succession Planning Policy and Procedure

Policy

The Board of Directors has an obligation to ensure succession planning. Succession planning involves nominee identification, approval and ballot submission. The Board of Directors succession planning policy and procedures have been adopted to facilitate execution of this responsibility.

The primary responsibility of the board is to identify nominees and their respective skills that will add value to Spotlight Players and which enhance the present composition of board members. Nominees that provide the highest integrity, and ethical standards, the ability to provide wise and informed guidance to other board members and a range of experience and knowledge will be presented to the board for board approval and ballot submission.

Procedure

Any Board member may recommend a candidate to the Board. It is the Boards' responsibility to identify whether the candidate meets the criteria, is suitable and whether a position exists. All candidates must have board approval to be included on the board nominee ballot. The Board shall vote on the candidates, and only candidates that receive a majority approval from the Board shall be placed on the final ballot.

Criteria

Board members are to be considered only if they meet the following criteria:

- Honesty and integrity
- Strategic capability with theater vision and track record of achievement
- Entrepreneurial spirit
- Ability to be independent and capable of lateral thinking
- People skills
- Reasonable financial expertise
- Have a reasonable network of contacts
- Have a history of supporting Spotlight Players
- Have followed the code of conduct expected by our Members
- Aware of time commitment

The Board of Directors may at any time in its sole discretion supplement or amend any provision of this policy in any respect, repeal the policy in whole or part or adopt a new policy relating to Director elections with such terms as the Board of Directors determines in its sole discretion to be appropriate. The Board of Directors will have the exclusive power and authority to administer this policy, including, without limitation, the right and power to interpret the provisions of this policy and to make all determinations deemed necessary or advisable for the administration of this policy, including, without limitation, any determination as to whether any election of Directors is contested. All such actions, interpretations and determinations that are done or made by the Board of Directors in good faith will be final, conclusive and binding.