

[Date]

[Client Contact Name]

[Client Title]

[Company Name]

[Company Address]

Re: Terms of Business for Board Level Retained Search - [Position Title]

Dear [Client Name],

This letter confirms the agreement between [Search Firm Name] ("the Firm") and [Company Name] ("the Client") for the retained search of [Position Title].

1. Scope of Service

The Firm will conduct a comprehensive executive search including market mapping, candidate identification, interviewing, and formal assessment of qualified candidates for the Board-level position.

2. Professional Fees

The total professional fee for this assignment is [Percentage]% of the successful candidate's total first-year cash compensation (base salary plus guaranteed or projected bonus), subject to a minimum fee of \$[Amount].

3. Payment Schedule

The fee is payable in three equal installments:

- **Commencement Fee:** One-third of the estimated fee, invoiced upon execution of this agreement.
- **Shortlist Fee:** One-third of the estimated fee, invoiced upon the presentation of a formal shortlist of candidates.
- **Completion Fee:** The remaining balance, adjusted for the final compensation package, invoiced upon the candidate's acceptance of the offer.

4. Expenses

The Client agrees to reimburse all reasonable out-of-pocket expenses incurred during the search (e.g., travel, background checks, candidate assessments). Expenses exceeding \$[Amount] require prior written approval. All expenses will be invoiced monthly.

5. Exclusivity

The Firm is appointed on an exclusive basis. Any candidates introduced to the Client through other channels during the term of this agreement shall be referred to the Firm for evaluation and included in the fee structure.

6. Replacement Guarantee

Should the successful candidate leave the Client within [Number] months of their start date for

any reason other than redundancy or organizational restructuring, the Firm will conduct a replacement search for no additional professional fee, charging only for out-of-pocket expenses.

7. Confidentiality

Both parties agree to maintain strict confidentiality regarding all information exchanged during the search process, including candidate identities and proprietary company data.

8. Governing Law

This agreement shall be governed by the laws of [Jurisdiction].

Please sign and return a copy of this letter to signify your acceptance of these terms.

Sincerely,

[Your Name]

[Your Title]

[Search Firm Name]

Accepted and Agreed:

[Client Authorized Signature]

[Date]