

Community Service Associates, Inc.  
Special Board Meeting Minutes  
February 3, 2014

President Ryan called the special meeting of the CSA Board of Directors to order at 10:00 a.m., in the main conference room of the CSA Building. The only item on the agenda was the approval and expenditure of an unbudgeted item: to hire a firm to assist the Search Committee in their quest to fill the open position of CSA's Executive Vice President.

1. **Roll Call**

Present:	David Borghesi	Cary Corbitt	Mark Griffith
	Mike Jordan	Mark King	Charlie Miner
	Scott Richardson	Charles Ryan	John Trunk
	Michael Tucker	Chris Widnell	Mark Yarborough

Telecom: Rob Marsac

Absent:	Carolyn Adams	Steve Birdwell	Joe Kernan
	Don Sigmon		

Staff: Ward Kirby                      Jeanne Pearse

2. **Search Firm Agreement**

Mr. Tucker summarized the activities of the Search Committee. Only ten resumes have been received from local people on the island. No interviews have been held yet.

The Search Committee was recommending hiring a person with resort skills, or skills comparable to a town mayor, city or county manager, since CSA had several subsidiary entities. The position also required someone who could deal with many types of people: staff, residents, commercial, The Resort, Town and other political entities.

The Search Committee recommended retaining a search firm to assist in hiring the EVP/COO. These companies had the ability to seek out qualified people who may not even be looking for a change in their employment, as well as those presently seeking employment.

Companies had been contacted for competitive bidding and their qualifications; narrowed down three firms. After some deliberation, the Search Committee was recommending to engage the firm of *Heidrick and Struggles*. The Finance Committee held a special meeting to review the agreement and CSA's current finances, voting to approve the expenditure based on CSA's ability to incur the search firm's fees. The Executive Committees also held a special meeting to review the agreement, requested some changes in the verbiage, upon which, the search firm had agreed. And now, the Executive Committee is recommending approval of the agreement.

The CSA Board members discussed changing the title of the Executive Vice President. Some of the members felt a more appropriate title, i.e., General Manger or COO should be used instead. This item was deferred.

Discussion continued on the wording of the agreement regarding CSA's liability, and CSA's ability to use some of the resumes provided by the firm to fill other open positions for CSA staff at no additional cost. More verbiage changes were suggested to address these issues, however, it was noted the agreement's current wording is fairly standard. Mr. Jordan volunteered to draft the language to amend the agreement. It was noted that Mr. Kirby, who is serving as interim COO for CSA, had only committed to a four-month period and time was running out to fill this position.

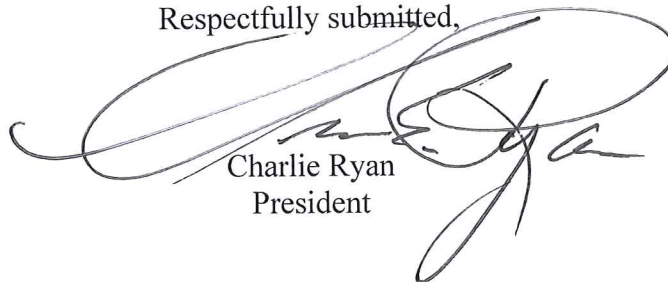
Mr. Tucker was asked to present the changes to *Heidrick and Struggles* and attempt a negotiation for the additional verbiage changes. If the negotiations for the additional changes were unsuccessful, he was given approval to proceed with the agreement as currently written.

Mr. Borghesi made the following motion which was seconded by Mr. Tucker and was unanimously passed.

“RESOLVED, the CSA Board approves entering into the agreement with *Heidrick and Struggles* after Mr. Tucker attempts to re-negotiate the verbiage of the contract. If negotiations on the verbiage changes are unsuccessful, he is to proceed with the agreement as written. The CSA Board also approves amending the CSA Budget for 2014, up to \$120,000 for the expenditure of hiring this firm.”

7. **Adjournment** - With no further business, the meeting adjourned at 11:15 a.m.

Respectfully submitted,

A large, stylized handwritten signature in black ink, appearing to read 'Charlie Ryan', is written over the typed name and title.

Charlie Ryan  
President