

Community Services Associates, Inc.

Governance Committee Meeting

February 2, 2021

A regular meeting of Community Services Associates, Inc., (CSA), Governance Committee, was held on Tuesday, February 2, 2021, via videoconference.

Present from the Governance Committee, were: Jim Kaskie, CSA Vice Chair, Chair; Greg Thomson, CSA Director, Vice Chair; Steve Birdwell, CSA Director; Alex Cruden, Member; Janemarie Gagen, Member; Lee Stevens, Member and George Sywassink, Member

Absent from the Governance Committee, were: Barry Barth, CSA Director; David Ericson, Member; Mark King, CSA Director; Scott Richardson, CSA Director and Vail Thorne, Member

Ex Officio present, was: Larry Movshin, CSA Chair

Present from Community Services Associates, Inc., were: Sam Bennett, President and Sandra Archer, Executive Administrator

Call to Order

The meeting was called to order by Jim Kaskie, Chair, at 9:05 a.m., Eastern time.

Establishment of Quorum

With the majority of Committee Members in attendance, quorum was met.

Ratify Approval – Committee Meeting Minutes, November 3, 2020

A motion was made by Greg Thomson, to support the resolution, “Ratify Approval – Committee Meeting Minutes, November 3, 2020”. The motion was seconded and unanimously carried.

“**RESOLVED**, Community Services Associates, Inc., Governance Committee, ratified approval of the Committee Meeting Minutes, November 3, 2021, as finalized by email”.

Chair Remarks

Overview and Goals of the Meeting

Chair Kaskie provided an update:

- Committee to provide 1 or 2 recommendations to the Board at upcoming meeting. Recommendations to include implementation of Conflict of Interest/Acknowledgment Statements/Disclosure form and referendums pertaining to amendments to covenants;
- Referendum 2020, property owner participation 77%, 88% voted in favor and 12% voted against;
- Contributing factors to Referendum success included: Special Tax District alternative motivated and engaged community to vote, referendum information honestly presented, CSA perceived to be listening and responsive, confidence in CSA leadership.

2021 Priorities

Confidentiality Acknowledgement Statement/Conflict of Interest Policy/Disclosure Form

Chair Kaskie provided an update:

- Documents under legal review and to be reconciled against provisions under South Carolina Nonprofit Corporation Act, prior to Board recommendation;

- Challenge to be method of implementation. Mechanics to be scribed, could include: awareness of potential conflicts and disclosures asked at beginning of all meetings, disclosure marked on agenda.

Interim Referendum to Update Covenants

Chair Kaskie provided an update:

- Consensus to hold 1 or 2 routine referendums yearly, as regular part of community governance;
- Referendum topics to be kept simple. Consider electronic voting first;
- CSA Chair to introduce mechanics and logistics of holding referendums, in February 2021, Community Letter.

Skills and Characteristics Guidelines to Aid Recruitment of Prospective Board and Committee Candidates

Chair Kaskie provided an update:

- Guideline to be considered a living document, guide, not a checklist;
- Implementation to be tabled until best use determined.

Committee Functions, Charter, Guidelines

Chair Kaskie provided an update:

- Rotation of committee members' terms, implemented;
- CSA President discussed top down goals with all Committee Chairs. Committee function to be clarified;
- Election process/candidate profile updates, to be reviewed.

New Business

Review – Committee Roster, 2021

The Committee Roster, 2021, was reviewed and accepted as presented.

Approval – Committee Charter, 2021

A motion was made by Greg Thomson, to support the resolution, “Approval – Committee Charter, 2021”. The motion was seconded and unanimously carried:

“**RESOLVED**, Community Services Associates, Inc., Governance Committee, approved the Governance Committee Charter, 2021, as presented”.

Assess This Meeting

Meeting was organized, moved efficiently through agenda.

Adjournment

With no further business to come before the Committee, Chair Kaskie adjourned the meeting at 10:20 a.m. The next regularly scheduled meeting of the Governance Committee, is Tuesday, March 16, 2021, 9:00 a.m., via videoconference.

Respectfully Submitted,

A handwritten signature in black ink, appearing to be 'Jim Kaskie', with a long horizontal flourish extending to the right.

Jim Kaskie
Chair