

## **Community Services Associates, Inc.**

### **Governance Committee Meeting**

**May 11, 2021**

A regular meeting of Community Services Associates, Inc., (CSA), Governance Committee, was held on Tuesday, May 11, 2021, via videoconference.

**Present from the Governance Committee, were:** Jim Kaskie, CSA Vice Chair, Chair; Greg Thomson, CSA Director, Vice Chair; Barry Barth, CSA Director; Steve Birdwell, CSA Director; Alex Cruden, Member; David Ericson, Member; Paul Slaggert, Member; Lee Stevens, Member; George Sywassink, Member

**Absent from the Governance Committee, were:** Janemarie Gagen, Member, Mark King, CSA Director; Larry Movshin, CSA Chair; Scott Richardson, CSA Director and Vail Thorne, Member

**Present from Community Services Associates, Inc., were:** Sam Bennett, President; Amanda Sutcliffe-Jones, Director of Communications; Victoria Shanahan, Director of Finance & Administration; Stephanie Fera, Communications Coordinator and Sandra Archer, Executive Administrator

### **Call to Order**

The meeting was called to order by Jim Kaskie, Chair, at 9:01 a.m., Eastern time.

### **Establishment of Quorum**

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

### **Ratify Approval – Committee Meeting Minutes, March 16, 2021**

A motion was made by Barry Barth, to support the resolution, “Ratify Approval – Committee Meeting Minutes, March 16, 2021”. The motion was seconded and unanimously carried.

“**RESOLVED**, Community Services Associates, Inc., Governance Committee, ratified approval of the Committee Meeting Minutes, March 16, 2021, as finalized by email”.

### **Chair Remarks**

#### **Overview and Goals of the Meeting**

Chair Kaskie provided overview and goals of the meeting.

Chair Kaskie welcomed Amanda Sutcliffe-Jones, Director of Communications, as the new CSA lead of the Governance Committee.

### **Unfinished Business**

#### **Conflict of Interest Policy and Disclosure Form**

Discussion led by Chair Kaskie. No action taken.

- Conflict of Interest Policy and Disclosure form has been reviewed by legal counsel to verify there is no conflict with current SC non-profit law. The document will now go to the Executive Committee for their review and recommendation on how to proceed.

### Confidentiality Acknowledgement and Committee Protocol

Discussion led by Chair Kaskie. Action taken:

- To put a Confidentiality Acknowledgement and CSA Committee Protocol into place in order to have consistent practices between all CSA committees and to retain confidentiality ensuring that CSA remains the source and lead in communicating reliable information to the community.

A motion was made by Greg Thomson, to support the resolution, “Confidentiality Acknowledgement and Committee Protocol”.The motion was seconded and unanimously carried:

“**RESOLVED**, Community Services Associates, Inc., Governance Committee, recommends to the CSA Board of Directors, to implement the Confidentiality Acknowledgement and Committee Protocol”.

### Committee Guidelines

Discussion led by Chair Kaskie. Action taken:

- Implementing Committee Guidelines would bring better governing practices and policies, provide a standard approach for minutes and agendas, and improve the practice of setting priorities and standardizations with CSA staff, CSA Chairman, and the CSA President.
- Suggested edits to be completed:
  - Update “Optional committees include” to “Example of current and possible committees include”.
  - Update the list of optional committees to reflect the titles of current committees.
  - Under “Conduct of Meetings” clarify how often and when a confidentiality pledge must be signed by committee members. *If a new committee member joins during the year, the committee as a whole will not need to re-sign a confidentiality pledge.*

A motion was made by Alex Cruden, to support the resolution, “Committee Guidelines”.The motion was seconded and unanimously carried:

“**RESOLVED**, Community Services Associates, Inc., Governance Committee, recommends to the CSA Board of Directors, to implement Committee Guidelines”.

### Electronic Voting

Discussion led by Chair Kaskie and Amanda Sutcliffe-Jones.

Action taken:

- At the direction of the Board, research has been completed by CSA staff. Based on current Bylaws and SC Non-profit Act we are able to implement electronic voting for our Board of Director Elections and proxies for our Annual meeting
- Amanda reviewed the key advantages and how the process would work for electronic voting for the upcoming 2022 CSA Board of Directors elections vote.

A motion was made by Greg Thomson to support the resolution, “Electronic Voting for Board of Director Elections”.The motion was seconded and unanimously carried:

“**RESOLVED**, Community Services Associates, Inc., Governance Committee, recommends to the CSA Board of Directors, to move forward with online voting for the 2022 CSA Board of Director Elections”.

**New Business**

There was no new business to discuss.

**Assess This Meeting**

Chair Kaskie thanked the committee for a productive meeting.

**Adjournment**

With no further business to come before the Committee, Chair Kaskie adjourned the meeting at 9:57 a.m. The next regularly scheduled meeting of the Governance Committee, is Tuesday, June 15, 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