

Community Services Associates, Inc. (CSA)
Governance Committee
Charter 2021

CSA Current Governance Situation

CSA is a nonprofit organization with a unique legal structure established by the United States bankruptcy court. Three groups, Residential Property Owners, Sea Pines Resort and the Commercial interests, each have legally established rights, which cannot be changed without their approval. Together the three groups elect or appoint the 17 members to the CSA Board of Directors. Residential owners elect 9 members, the Resort appoints 4 members and Commercial interests elect 4 members. The Residential Board Members serve three-year terms and can stand for reelection for one additional three-year term. The Commercial Board Members serve three-year terms and can stand for reelection, indefinitely. The Resort Board Members are appointed and there is no limit on how long that they may serve.

To elect Residential property owners, the CSA Board of Directors establishes a Nominating Committee which recommends candidates based on their experience on CSA committees and overall qualifications; however, any Residential owner can stand for election by petition. Likewise, the Resort and Commercial interests can select members based on their own unique requirements.

Although this appears to have the potential for major governance problems, over the years, it has worked well. The Board and its members are required by statute, CSA Articles of Incorporation and Bylaws to make decisions for the overall benefit of Sea Pines and not for their individual areas. The CSA Board and operating organization, comply with South Carolina Nonprofit Corporation Act's, conflict of interest statement.

However, nothing requires the Resort and/or Commercial interests to give up their legal rights which include, but are not limited to, approving any change in the gate fee, referendums, number of board positions, or other matters.

Purpose and Accountability

The Governance Committee is a permanent committee of the CSA Board of Directors responsible for how the Board and CSA organization governs. We are committed to implementing "best practices" in how we govern. Assuring the Board is staffed with enough qualified people, this Committee is accountable for creating and maintaining a pipeline of talent and managing the nomination process of candidates for election to the Board. It is accountable for assuring that clear, practical policies are delineated for the CSA Board, its committees and operating organization. The desired future of the Sea Pines Community is expressed through the strategic plan and covenants and is consistent with our mission, vision, values.

The Committee provides leadership by acting as a mentor to the Board and CSA organization to improve their effectiveness, efficiency and mission performance. The Committee provides performance assessment and feedback with recommendations for improvement. The Committee also evaluates, as needed, the Board Bylaws, the Covenants, and CSA policies annually to assure compliance and assess the need for modification.

Specific Responsibilities and Duties

The responsibilities and duties of the Governance Committee fall into four core areas:

1. Cultivation and advancement of Board “best practices”:
 - Defining characteristics and mix of skills of current and future members;
 - Oversee term limits of Board and Committee Members;
 - Orientation, education, and development of Members;
 - Recruitment and replacement of existing and new Members;
 - Defining standard format for minutes (Board and Committees).

2. Evaluation and assessment of the Board’s performance (collectively and of individual Members) and oversight of the evaluation and goal setting framework of the CSA President:
 - Use a standardized tool for evaluations and assessments;
 - Develop and oversee performance improvement plans;
 - Provide framework and assistance to Board Committees to perform similar assessments and provide input into the charters of various committees.

3. Continuous review, proposed amendments and development of various instruments to administer Sea Pines Plantation (e.g. Bylaws, Covenants, select contracts);
 - Conduct regular review of various documents as needed to evaluate amendments, clarifications and additions;
 - Identify Board policies and practices to provide guidance and direction to the Board and standing committees regarding such topics as communication, inclusion of the general public of Sea Pines, or the mix and characteristics for committee members.

4. The Committee does not:
 - Authorize distributions;
 - Approve or recommend to Members, dissolution, merger, or the sale, lease, or transfer of all or substantially all of the corporation’s assets;
 - Select, appoint, or remove Directors, or fill vacancies on the Board, or on any of its Committees;
 - Adopt, amend or repeal the Articles or Bylaws.

2021 Membership

Board Members

Barry Barth, CSA Board (Class A)
Steve Birdwell, CSA Board (SPR)
Jim Kaskie, CSA Board (Class B), Chair
Mark King, CSA Board (Class B)
Scott Richardson, CSA Board (SPR)
Larry Movshin, CSA Board (Ex-Officio)
Greg Thomson, CSA Board (Class A), Vice Chair

Residential Property Owners

Alex Cruden
David Ericsson
Jane Marie Gagen
Paul Slaggert
Lee Stevens
George Sywassink
Vail Thorne

Approved, CSA Board of Directors, February 23, 2021.



Carolyn Adams
Secretary, CSA Board of Directors