



FAQ FOR KICA BOARD CANDIDATES

WHY SHOULD I CONSIDER BOARD SERVICE?

Kiawah needs good leaders and the board needs volunteers with certain areas of expertise, depending on what talents are currently on the board. Board service is a unique way for members to give back to the community. Board members help shape the future of the island. The association is proud that its members are some of the most skilled, educated and involved people in the nation. This is certainly a major reason why Kiawah has enjoyed success over the years.

WHAT ARE THE QUALIFICATIONS AND PROCESS FOR BECOMING A BOARD CANDIDATE?

Aside from being a member of the Kiawah Island Community Association and being able to participate as discussed further on, there are no formal requirements for board service. Members interested in becoming a candidate are required to [submit a completed application](#), including Statement of Intent to Run, Fair Campaign Pledge, Statement of Focus/Biography and a recent professional photograph. In addition, once elected, Board members are required to sign acknowledgement of the [SC Non Profit Act](#). KICA's Nominating Committee in conjunction with the existing board will assess the board composition to determine needed skill sets and qualifications and will make recommendations accordingly. Experience suggests that it is highly desirable for candidates to understand the issues that are important to KICA members as well as the association's culture and operations. The KICA Nominating Committee will contact each candidate for formal interviews, video interviews will be posted on the website, bios and focus statements will be available with the ballot and a Meet the Candidates forum will be held if there are more candidates than there are seats, prior to the annual meeting.

For additional information, please contact the Nominating Committee (nominatingcmte@kica.us) or Holly Newman (holly.newman@kica.us).

WHAT IS THE ROLE OF THE KICA BOARD?

According to the bylaws, "The board helps steer major policy decisions, establishes and drives both the association's mission and vision, engages in planning, and hires the chief operating officer (COO)...The board and COO act in accordance with applicable federal, state and local ordinances and the association's own governing documents..."

To accomplish this, the Kiawah Island Community Association operates under a [Policy Governance Model](#), which is critical for a community that has a constantly rotating volunteer board. Policy Governance is intended to provide the board, staff and community with a clear understanding of who does what, along with philosophical continuity from one board to the next.

HOW LONG DOES A BOARD MEMBER SERVE?

Board members are elected to three-year terms, and serve from annual meeting to annual meeting (March of each year). In years with three open board seats, two candidates will serve for three (3) years and one candidate will serve for two (2) years.

WHAT ARE MY SPECIFIC RESPONSIBILITIES AS A BOARD MEMBER?

Board members are expected to prepare for, attend and conscientiously participate in board and committee meetings. They develop, review or monitor KICA's long-range plans, such as budgets, investments, strategic and business plans. Under South Carolina law, they exercise the fiduciary duties of care and undivided loyalty, ensuring they make informed

decisions that serve the interests of KICA as a whole, rather than any special interest group or constituency. To ensure understanding of their responsibilities, board members are required to participate in orientation sessions, which are typically scheduled within two months of the annual board election.

HOW OFTEN DOES THE BOARD MEET

Board meetings are generally held every other month with board workshops in the off months and various other times during the year. [See the master calendar for an idea of the schedule.](#) Meetings are usually scheduled well in advance to enable board members to arrange their calendars accordingly. In an effort to assist directors, the budget allows for director travel. Directors who cannot be present for a meeting may arrange to participate by phone and video conference. In addition, board members' liaison duties may require additional meetings and it is sometimes necessary to schedule additional meetings ([Sample Annual Calendar](#)). Although preferable for all board members to be present, only a majority is required.

HOW MUCH OF MY TIME WILL BOARD SERVICE REQUIRE?

Board meetings generally last three to four hours and workshops generally last four to five hours. These meetings may require anywhere from one to four hours of preparation, depending upon the number and complexity of issues on the agenda. Board committee meetings (Finance, Nominating Committee) may also require some advance preparation. To be realistic, board members need to be able to set aside an average of 10 to 20 hours monthly for board service, with officers spending more time, as they have additional leadership responsibilities. That said, directors still find ample time to travel, play golf and enjoy other community activities. As with any business, there will be periods of intense activity and periods where there is a lull. Your ability to actively participate and carry your share of the board's duties is crucial. Without your active participation, board governance will be weakened, and you will not be fulfilling your fiduciary responsibilities.

HOW MANY DIRECTORS ARE ON THE BOARD?

There are seven directors on the board, six elected member directors and one director appointed by the developer.

WHAT IS THE LEGAL PROTECTION FOR A BOARD MEMBER?

KICA carries directors and officers insurance (D&O), which provides coverage for legal defense and/or damages, except for illegal actions and willful wrongdoing. The KICA bylaws also contain a personal indemnification clause for directors (Article IV, Section 2), which is required by SC nonprofit incorporation laws. Vehicle insurance protects in the event of an accident if traveling for board service, except if caused by illegal actions and willful wrongdoing.

AM I COMPENSATED FOR BOARD SERVICE?

Association directors are volunteers and are not financially compensated. They may, however, incur incidental costs. Any expenses incurred by the KICA Board of Directors in completion of official board duties, where the expenses would otherwise not be incurred, are eligible for reimbursement. This includes travel costs.