



POLICY RESOLUTION NUMBER P-15-01

SUBJECT: KICA POLICY GOVERNANCE

WHEREAS, ARTICLE VII, SECTION 6, of the Declaration of Covenants and Restrictions of the Kiawah Island Community Association, Inc. (the "covenants") authorizes all allowable actions of the Association if approved by the Board of Directors of the Association (the "board") in a manner provided for in the By-laws, and

WHEREAS, ARTICLE IV, SECTION 1, SUB-SECTION (c) of the By-Laws of Kiawah Island Community Association, Inc. (the "bylaws") empowers the board to exercise for the Corporation all powers, duties and authorities vested in or delegated to the Corporation,

WHEREAS, duly elected boards of directors over the years have transitioned to policy governance; and

WHEREAS, in October of 2012 the board adopted a document titled "Guidelines for the Governance of KICA Operations" to clarify the policy governance model first implemented in 2006; and

WHEREAS the board believes the policy governance structure has enhanced the professionalism and day to day management of KICA operations; and

WHEREAS the board believes additional progress can be achieved by refining the committee structure further;

NOW THEREFORE BE IT RESOLVED THAT the board approves the attached document, a revision to "Guidelines for the Governance of KICA Operations" to reduce the number of committees created by the board to Finance, Strategic Planning, and Governance.

ADOPTED: KICA Board of Directors meeting held this 14<sup>th</sup> Day of September, 2015. The vote carried unanimously by Directors Dave Schoenholz, Will Lehder, Larry Kreyling, Art Jones, Marilyn Olson, Bruce Stemerman, and Townsend Clarkson.

ATTEST

*David A. Schoenholz*  
David A. Schoenholz, Chair      9/20/15  
Date

*Carolyn Newbern*  
Carolyn Newbern, Secretary      9/21/15  
Date

CORPORATE SEAL



**September 14, 2015**

**Guidelines for the Governance of KICA Operations.**

The Kiawah Island Community Association is a vibrant organization, with many engaged members and a high level of activity. In recent years, the Board has created an organizational management model that envisions the COO being an active leader who informs and guides the Board in addressing issues affecting KICA. The objective of creating this model was to move the Board away from significant, direct involvement in the day-to-day operations of the organization in order to allow Directors to focus more on strategic and policy planning, and to provide the Association's COO with the authority and flexibility needed to manage KICA operations.

In order to achieve this objective, the Board created five committees to collectively address strategic planning, policy direction, and operations management: Strategic Planning, Governance & Policy, Human Resources, Finance, and Major Repairs & Replacement.

The Strategic Planning and Governance & Policy Committees are chaired by Board Directors, and report to the Board Chairman and the Board of Directors. The remaining three committees, Human Resources, Finance, and Major Repairs & Replacements are chaired by an association member and report to the COO. The principal task of these committees was to provide analysis, advice, and assistance to the COO in the management of both day-to-day operations and the formulation of plans and recommendations to be presented to the Board.

In recent years, KICA has evolved to the point that it now employs professionals in many of the disciplines where committee expertise was previously needed. For example, KICA now employs two Civil Engineers to oversee Major Repairs and Replacement. Multiple KICA employees are credentialed members of the Society for Human Resource Management. These advances in staff capabilities have created an environment where committee meetings are no longer needed to fill a void in specific expertise, and often the sole agenda item is a report from staff on work in process. The board believes staff can develop more efficient ways to report on its operations than by convening numerous committees on a regular basis.

Therefore, effective immediately, the board will no longer charter a Human Resources or Major Repair and Replacement Committee. The COO has the authority to establish committees as he sees fit, but is ultimately responsible and accountable to the board for day-to-day operations of the association.

However, the Finance Committee fulfills a critical role in providing independent oversight of association finances, strategic guidance, and input on budget priorities. The board shall continue to charter a Finance Committee and appoint its Chair. The COO and his/her staff designee(s) shall serve in an active capacity on the committee and shall provide leadership on committee activities.

The Strategic Planning and Governance Committees will continue on an Ad Hoc basis, and will be chaired and comprised of members of the board.

The Board will retain the ability to form special committees and task forces when issues and circumstances warrant. The COO will also have the discretion to create a new committee or task force if deemed necessary to achieve a specific goal or complete a project. Board members will retain the ability to join these committees and task forces based on their individual interests.

Each task force and committee, other than those identified above, will have at the outset a written stated purpose (including what value will be added to accomplishing the Association's mission), written goals and objectives, and a timeline stating when its work will end. Reports on the status of the work of each such task force and committee will be provided to the Board by the COO as needed.