

KIAWAH ISLAND
COMMUNITY
ASSOCIATION

BOARD OF DIRECTORS

Formal Board / Conversations

April 4, 2022 at 1:00 pm

Virtual

Board Members:

Jerry McGee, Chair

Beth Zampino, Vice Chair

Alex Fernandez, Treasurer

Brad McIlvain, Secretary

David DeStefano, Director

Lisa Mascolo, Director

Amanda Mole, Developer Director

Others Present:

Shannon White, COO

Dale Schoon, Director of Finance

Tony Elder, Director of Operations

Ellen Festa, Executive Assistant

Formal KICA Board Meeting (1:00 pm – 1:15 pm)

Jerry M. welcomed everyone and asked each Board member to share a few words about their goals for the year.

Brad: Commented on Board's approach as we move forward. We will treat each other with respect, understanding that diversity of opinion is a strength. We will act in accordance with legal requirements. We will conduct business in the open and understand that we will provide superior service to our membership. I will chair the Governance TF and will be looking at our governance documents and making recommendations for changes to the Board and the community to reflect where we are now, as opposed to where we were 40 years ago.

David D: thanked the membership for the 2nd term. His focus will be on Amenities Task Force and bringing their recommendations forward. I will also continue to co-chair the Security Task Force and make specific recommendations. Members will hear an extensive report later in this meeting on the success of traffic speed limit initiatives.

Lisa M. – “New Kid” on the Board. Excited about how the Board is working together. We've had good substantive conversations. Will be working with Brad on Board Outreach and Long Range Planning task force. Biggest concern is around implications of development and looking forward to work in a collegiate manner with other island partners to address those issues.

Beth Z. – Goal is to support Jerry and the Board and help us move forward. Focus on creating better partnerships with other entities on the island and continue to improve and maintain good board relationships. Most importantly, build partnerships with all of the members. As HR committee chair, working on priorities to help board, staff and community members.

Amanda M. – Role is to provide insight on historical perspective on development and to facilitate communication back to the developer and will continue to do so.

Jerry reviewed the new Board meeting format. We will eliminate most private meetings, discuss and then conduct public meetings so that the community can participate in seeing how the Board works. Will enable the membership to see how we work together to come to a vote and take the mystery out of things. Board will also be reaching out to meet various regimes and HOA's to listen and engage. Jerry said there may be times when the Board does have to meet privately, but we will try and limit these. The Board will also not have any meetings during the month of August.

Jerry M. called the formal board meeting to order. There were no Member comments on Agenda topics.

a. Approval of Financial Controls Manual **(VOTE)**

Alex commented that FCM was last updated in 2018. Primary purpose is how we disburse funds, particularly to contractors. FCM now gives us steps on how to manage our contracts so that we're not at risk. The Financial Control Manual will be posted on the KICA web site.

Vote Passed: (7) In favor – J. McGee, B. Zampino, A. Fernandez, B. McIlvain, A. Mole, D. DeStefano, L. Mascolo

b. Approval of Conflict of Interest Policy **(VOTE)**

Alex commented on this policy. Approved and recommended by the Finance Committee. Requires that any non-employee official (NEOs) (ex: Board, members of any Task Force or Committee) disclose any potential conflict of interest they may potentially have. The policy will be posted on the KICA web site.

Brad agrees with the importance of this COI policy – important to disclose any potential conflict. Doesn't mean an action will be taken, but disclosure is most important step.

Alex indicated that most of the Board members have already signed the new policy this morning.

Vote Passed: (7) In favor – J. McGee, B. Zampino, A. Fernandez, B. McIlvain, A. Mole, D. DeStefano, L. Mascolo

Jerry thanked Alex and Lisa for all the hard work they put into bringing these documents forward. One more step towards supporting transparency. Lisa M. also wanted to thank Jeff Porter and Bran Petranovic for their work.

Formal Meeting adjourned at 1:24 pm

Respectfully submitted,
Ellen Festa, Executive Assistant