

KIAWAH ISLAND  
**COMMUNITY**  
ASSOCIATION

**BOARD OF DIRECTORS**

**Meeting Minutes**

**November 7, 2022 at 1 p.m.**

**Virtual and In-Person Meeting**

Board Members Present:

Jerry McGee, Chair

Beth Zampino, Vice Chair

David DeStefano, Director

Lisa Mascolo, Director

Brad McIlvain, Secretary

Alex Fernandez, Treasurer

Amanda Mole, Developer Director

Staff Members Present:

Shannon White, COO

Ellen Festa, Executive Assistant

Tony Elder, Director of Operations

Guests:

Jim Jordan, Town Wildlife Biologist

Member Attendees: (10)

Recording of Meeting:

**1. Member Comments – Agenda Topics**

Member commented on 2023 Board Elections. Have concerns about (1) open seat vs. (2) as it relates to Jerry remaining as Chair. Nothing against Jerry, but the rule of law stated we can't appoint. By-Law provision still exists but is inconsistent with the judicial opinion from last year that ruled we cannot appoint any members to the Board. Concern that the Board is taking action that's in conflict with the action. No appointments – only elections. When did the Board discuss this....was there a vote? Issue is now we only have one seat and this changes the dynamic of the voting. Not sure if this will result in litigation but more



importantly it appears this Board is taking a step backwards from any progress that has made so far.

Member comment - I salute all those that serve and thanks to the staff for all their hard work. There are great things on this island to participate in and that's what it's all about. However, our elected leaders should follow the law and feels we're playing fast and loose with the current issue of open seats. Governance is working on being more clearly codified. Current chair wants to stay and is testing the waters of the By-Laws. He may be right or not, but either way it's going to cause an upheaval on the island. Member asked the Chair privately why there is only 1 spot, when originally there were 2. Asked why he changed his mind, doesn't believe the entire Board changed their mind. Hard to hear all the things that have happened and wants to see a Board that works inside the governance rules and transparency. There should be two seats up for election, hopefully we'll see candidates that support governance and transparency, as well as prepare to take on ARB responsibilities. Two spots would also attract a more diverse group of candidates and have an election outcome that represents all homeowners. The Chair should do the ethical thing and allow for two candidates, he can be one of them and we may very well vote for you. Please do the ethical thing.

Board Member Brad M. commented that this is not a unanimous decision of the Board. There are a number of us who disagree and who feel this is improper and violates the By-Laws. Also contrary to a promise that Jerry made to a number of us that he would do this for one year. This was important to us when we voted since this was supposed to be a year of healing after the debacle of a year ago and now we're back where we were. I believe if this goes back in front of special master Scarborough, he will rule exactly the way he did last time. Troubling that we're going down the road of something that could lead to litigation and why would we want to take an action that's questionable. Jerry has never answered why he wants to do this and why won't he run again.

Member commented that he agrees with previous member comments and Brad's.



Board Member Alex F. commented on Judge's decision that it was illegal to appoint a Director. If Jerry remains Chair through next year, this scenario could be perpetuated if any of the (4) Board members who voted to have Jerry remain as Chair continue to appoint a Board member to an extended Chair term. Does anyone believe this is proper? I don't believe morally this would stand up and I believe it wouldn't stand up if a judge ruled on it. I disagree with your position Jerry and I disagree with the other Board members. We already had a rough year with the previous appointment issue and I hope that you consider the damage that you are making to the community.

Board Member David D. commented that he negotiated the one year deal with Jerry and that he agreed to it. My understanding that the Governance committee is working on changing this in the By-Laws to make it a one-year term. By-Laws don't rule – the Covenants do. Brad commented on the By-laws and the work being done on terms. We're driven by elections, not appointments. Elections are the way we choose people. I hope you live up to the promise you made to use for serving for one year.

Member commented that one of the consequences if this is litigated – is for the current election we have cumulative voting. One of the remedies that could be decided by that litigation could result in overturning the election because it would turn out differently had there been cumulative voting.

Alex asked for a response from Jerry and commented that good leaders don't go silent when their constituents ask for their comments. Brad commented that good leaders don't go back on promises and don't communicate by screaming. Jerry commented that he has no plans to respond at this time.

## **2. Call to Order**

Chair Jerry McGee called the meeting of the Kiawah Island Community Association Board of Directors to order @ 1:15 p.m.

## **3. Chair Comments**



We're about to have an interesting election and he hopes that everyone goes out and votes. Jerry hopes that the upcoming storm is not that bad. Since there's such a full agenda, doesn't have much to add but will say something at the end of the meeting.

#### 4. Administrative

##### a. Approval of October 12, 2022 Minutes **(VOTE)**

**Vote Passed: (7) In favor** – J. McGee, B. Zampino, B. McIlvain,

A. Fernandez, A. Mole, D. DeStefano, L. Mascolo

##### b. Ratification of e-Vote – Replace pavers at Main Gate **(VOTE)**

**Vote Passed: (7) In favor** – J. McGee, B. Zampino, B. McIlvain,

A. Fernandez, A. Mole, D. DeStefano, L. Mascolo

Brad called for ratification of a vote taken at Executive Session to end Jerry's term after one year. Motion had been made by Alex F. and seconded by David D. in the Executive Session. Brad asked for any discussion for or against the motion. Jerry doesn't feel that we need to ratify that vote in the public meeting. Alex stated if we don't want to ratify the motion, he will make a new motion that Jerry's term as Chair ends at the end of the Board year in March 2023. Brad seconded it. David D. said the 3 of us have already put our point forward and asked the other 4 members to come up with some sort of discussion. Brad asked Amanda if she supported Jerry only serving 1 year since he reviewed the recording. Jerry said we're not going to argue about it at this point. Alex said the Board is entitled to discuss the issue. Discussion about making available the video where this item was discussed to the public. Jerry said we're just going to vote. Brad asked the 4 board members voting for Jerry to remain, what's the risk we're taking. David D. asked Amanda to comment on her vote for the By-Law change. Amanda clarified that there is a By-Law change being worked on by the Governance T.F. to change all officer terms to 1 year going forward and she supports that change, but that is not what's being asked now. David also asked about the By-Law changes, and it's possible they could be voted on before March 17. If it's recommended to change the By-Laws and they in fact get changed, we're going to have to have a special election. Why should we take that risk and spend money when all Jerry has to do is run again. Jerry called for vote. **Shannon clarified that the motion was to have Jerry's term end in March 2023.**

**(3) In Favor** – D. DeStefano, B. McIlvain, A. Fernandez

**(4) Against** – J. McGee, L. Mascolo, B. Zampino, A. Mole

Brad said that he didn't believe Jerry could actually vote. Jerry stated that he can vote since he's a member of this Board. Brad stated he can't vote for himself. David D. commented he can't vote on a motion that directly impacts him. Jerry disagreed.



## 5. Reports

### a. COO Report – Shannon White

- Shannon provided an overview of KICA st.

### b. Treasurer’s Report - Alex Fernandez

## 6. Old Business

- N/A

## 7. New Business

### a. Presentation - Sandcastle User Group Recommendations

- SueEllen Hanan, Carol Medendorp and Shannon White presented recommendations of the Sandcastle User Group (see presentation)

## 8. Board Member Comments

Jerry M. made the following statement: “I think it’s my turn to say something. I feel that I’m within the bounds of what the By-laws and the Covenants call for. I know there are many experts that declare that they feel otherwise and they are entitled to that opinion. I hold that I am able to serve an additional year. I’ve had to think about what real harm I’ve done and what horrible and terrible job I’ve done as the leader here and I should step aside, and I thought - No. One of the reasons that the people came up with that idea, is because it does take a little bit of ramp up time to get to understand what this job is all about. I’ve worked pretty hard, worked over 1500 hours on this job...somebody said ‘Oh, it’s a couple of hours a week - 3 hours a week’ - that’s really not true. I’ve built coalitions, I’ve built the ability to talk with different constituents and I believe that I am positioned well to serve us one more year. As it was pointed out, that By-law will be analyzed and decided upon as to whether it’s worth going forward with it or not. For those reasons, and because I feel I can make a good difference and that I won’t hurt this community, I don’t feel that I’m going to hurt this community. That is why and that is the only answer I’m prepared to give. I’m not going to go further with that, I feel that is enough as to why I’ve decided I’m going to do this. Believe me, pay is great, the privileges are incredible, parking space I get, restaurant reservations – it’s all worth it. The truth of the matter is, I feel I can make a good difference and I think as someone said up



until 2 months ago, my leadership was pretty good, suddenly I'm the rotten apple in the barrel. Anyway, I'm going to soldier on and we'll see what happens. Thank you."

With no further business, Jerry M. asked for motion to adjourn. So moved by Lisa M. and seconded by David D. Meeting was adjourned at 2:45 pm.

Respectfully submitted,  
*Ellen Festa, Executive Assistant*

DRAFT

