

KIAWAH ISLAND
COMMUNITY
ASSOCIATION

KICA Governance Procedures Manual

Article I: General

This KICA Governance Procedures Manual (the “Manual”) is a Board policy, but is intended as a companion document to the KICA By-laws. If there is a conflict between the By-laws and the Manual, the By-laws will govern.

Article II: Director and Board Officer Descriptions

Section 1. All Directors including Board Officers

(a) With the Community. A Director:

- i represents all members of the association. In making decisions, a Director should consider the interests of all segments of the membership, being guided by what is best for the Association and its Members in general.
- ii serves as a representative of the Board, but has no authority to speak on behalf of the Board unless previously authorized by the Board.
- iii should keep abreast of community issues and concerns.
- iv should understand the Board has authority to delegate a process and/or task but the Board has the ultimate responsibility to govern.

(b) Board Performance

- i All Directors will operate consistent with the three fiduciary duties to the organization and its members:
 1. Duty of care
 2. Duty of loyalty
 3. Duty to act in the best interest of the entire association~~Duty to act~~

In keeping with these fiduciary duties, each Director must use their best judgement to assess any information provided to them and should disclose such information to the other Directors if such knowledge would be material to a current or future Board action.

- ii All Directors should familiarize and comply with South Carolina state statutes, KICA Covenants, KICA By-Laws, KICA Financial Controls Manual and any other applicable governing documents.
- iii The Board has final approval for annual budget, audit of financial statements and annual Form 990.
- iv All Directors will disclose any potential conflict of interest that may arise.
- v All Directors will participate in strategic planning for the Board.
- vi All Directors will support a collegial and respectful environment with all Board members where differing points of view can be shared.
- vii Directors should understand whether the information they have is confidential. Generally, confidential information will be limited to those matters identified to be discussed in Executive Session (By-laws, Article V. Section 8). To the extent it is confidential, Directors are not to disclose or discuss such information with another person or entity, or use it for their own purposes, unless authorized by the Board.

(c) Board Meetings

- i Directors are to regularly attend board meetings and any committees to which they are assigned.
- ii Directors should read and familiarize themselves with all materials prior to attendance at a board meeting, coming prepared to discuss and/or vote on topics before the board.

Section 2. Board Chair

(a) As a partner with other board members, the Board Chair will provide leadership of the KICA Board. The Board Chair is an officer of the Board. In addition to the officer role, the Board Chair will comply with Article II, Section 1 of the Manual.

(b) With the Community

- i Act as the principal representative and ambassador for the organization.
- ii Meet regularly with leaders from other island organizations, in order to foster relationships and discuss issues in common to all organizations and timely report to the Board on such meetings.
- iii Does not have authority to speak on behalf of the Board unless previously authorized by the Board.

(c) Board Performance

- i Work closely with other board members to set strategic goals for the organization.
- ii Stay informed of community issues and regularly update all board members on the details of interactions with other community leaders, island organizations and significant parties regarding such issues.

(d) Board Meetings

- i Preside over & facilitate all meetings (board, special, annual & executive), to ensure they are orderly, fair & productive.
- ii Provide leadership to the Board.
- iii Coauthor the board meeting agenda with the COO and solicit Board Member input.
- iv Conduct votes of the Board, encouraging all members to participate and that members are clear on any vote.
- v Promote a collegial and respectful environment for all board members and work to build consensus.
- vi Solicit community feedback at board meetings and address concerns whenever possible.
- vii Special meetings of the Board may be called at the request of the chair, as specified in KICA By-Laws, Article V, Section 2.

(e) Chief Operating Officer

- i The Chair will lead in the hiring of a COO, in cooperation with and subject to the approval of the Board.
- ii ~~Although the Board as an entity is employing the COO and the COO is accountable to the KICA Board of Directors for overall leadership and management of the business of KICA, the COO's only direct supervisor will be KICA's Board Chair. The COO will assist all Board Members, but no single Board member, other than the Chair, can direct or control the COO's work. It is expressly understood that the COO does not report to any single Board member, but this does not exclude any Board member from communicating directly with the COO. The COO will assist the Board and shall be subject to the Board's oversight and direction as a collective body, which shall be exercised by and through a majority of the Directors provided a quorum is present, unless a greater number of Directors is required by law or the Association's governing documents or by-laws. The directives and requests of the Board majority will be communicated to the COO at Board meetings, through the Board's resolutions and written communications, or through the Board's Chair (or Vice-Chair when the Chair is absent), unless exigent or emergency circumstances make this impracticable. No single Director can direct or control the COO's work and the COO does not report to any single Director. This does not prohibit or exclude any Director from communicating directly with the COO in the performance of their legal duties as Director.~~
- iii The Chair will meet regularly with the COO and work in close partnership to oversee the effective operation of the association and report to the Board on the outcome of these meetings.

- iv The Chair will coordinate an annual performance evaluation of the COO, with the Board and Director of HR. The Chair may seek the assistance of the HR Committee during the annual performance evaluation process.

Section 3. Board Vice Chair

- (a) As a partner with other board members and the COO, the Board Vice Chair will assist the Chair in providing leadership to the KICA Board. The Vice Chair is an officer of the Board. The Vice Chair will also assume the responsibilities of the Treasurer or Secretary if either of those positions become vacant for any reason until the Board can elect a Director to fill the empty position. In addition to the officer role, the Vice Chair will comply with Article II, Section 1 of the Manual.
- (b) With the Community
 - i In the absence of the Chair, the Vice Chair acts as the principal representative and ambassador.
 - ii Does not have authority to speak on behalf of the Board unless previously authorized by the Board.
- (c) Board Performance
 - i Work in partnership with the Board Chair.
 - ii Stay informed on issues impacting the association, in the event they need to assume the responsibilities of Board Chair.
 - iii The Vice Chair may be assigned specific projects or responsibilities by the Chair and/or Board consistent with Charters.
- (d) Board Meetings
 - i In the absence of the Chair, the Vice Chair will preside over & facilitate all meetings (board, special, annual & executive), to ensure they are orderly, fair & productive and will comply with Article 2, Section 2 of the Manual.

Section 4. Treasurer

- (a) As a partner with other board members and the COO, the Board Treasurer will provide financial leadership to the KICA Board. The Treasurer is an officer of the Board. In addition to the officer role, the Treasurer has to comply with Article II, Section 1 of the Manual.
- (b) With the Community
 - i Authority to speak to the financial matters of the Board and the community.
 - ii Does not have authority to speak on behalf of the Board unless previously authorized by the Board.
- (c) Financial Oversight
 - i Serve as the Chair of the Finance Committee, providing oversight on KICA's finances and financial practices.

- ii Ensure an audit of KICA financials is conducted on an annual basis, which is presented to members of the Finance Committee, the Board and to the community.
- iii In coordination with the Director of Finance and Finance Committee, annually review KICA's insurance programs, investments and investment strategies and reserve funding levels.
- iv Oversee the development of an annual operating and reserve budget.
- v Work closely with the COO and Director of Finance, to oversee KICA's financial responsibilities.
- vi Monitor with reasonable diligence that the board members and KICA staff comply with KICA's Financial Controls Manual.
- vii Coordinate with the Director of Finance to make financial information available to the community consistent with Covenants and By-laws.
- viii The Treasurer / Finance Committee has no specific authority to disperse funds.

(d) Board Meetings

- i Present Treasurer's reports at board meetings.
- ii Annually provide a Treasurer's report to the community, at the annual membership meeting, within 90 days of the close of the association's fiscal year (KICA Covenants, Article V, Section 14).

Section 5. Secretary

- (a) As a partner with other board members and the chief operating officer (COO), the Board Secretary will ensure the proper retention of KICA corporate records. The Secretary is an officer of the Board. In addition to the officer role, the Secretary has to comply with Article II, Section 1 of the Manual.

(b) With the Community

- i Oversee that corporate records are properly maintained and available to members of the association, upon request as set forth in Article X, Section 1 of the Bylaws.
- ii On behalf of the KICA Board, accept a referendum related to board actions, from members of the community (KICA Covenants, Article III, Section 5 and KICA By-Laws, Article I, Section 8).
- iii Does not have authority to speak on behalf of the Board unless previously authorized by the Board.

(c) Board Performance

- i Certify, by signature, certain acts of the corporation.

(d) Board Meetings

- ii. Oversee that proper notice is given for board and annual meetings.
- iii. Oversee that minutes are taken for meetings which
 - a. Record the association's actions
 - b. Record why the actions were taken
 - c. Preserve Board Members' voting records.