

**Community Services Associates, Inc. (CSA)**  
**Governance Committee**  
**Charter 2019**

**1. Purpose and Accountability:**

The Governance Committee is a permanent committee of the CSA Board of Directors and is responsible for recommending how the board and CSA organization governs. We are committed to implementing “best practices” in how we govern. Assuring the board is comprised of qualified people, this Committee is accountable for creating and maintaining a pipeline of talent and managing the nomination process of candidates for election to the board. It is accountable for assuring that clear, practical policies are delineated for the CSA Board, its committees, and operating organization. The desired future of the Sea Pines Community is expressed through the strategic plan and covenants and is consistent with our mission, vision, values. The Committee provides leadership by acting as a mentor to the Board and CSA organization to improve their effectiveness, efficiency, and mission performance. The committee provides performance assessment and feedback with recommendations for improvement. The committee also evaluates, as needed, the Board bylaws, the covenants, and CSA policies annually to assure compliance and assess the need for modification.

**2. Specific Responsibilities and Duties:**

The responsibilities and duties of the Governance Committee fall into three core areas:

- a. Cultivation and advancement of Board “best practices”.
  - defining characteristics and mix of skills of current and future members;
  - oversee term limits of Board and Committee Members;
  - orientation, education, and development of members;
  - recruitment and replacement of existing and new members;
  - defining standard format for minutes (Board and Committees).
  
- b. Evaluation and assessment of the Board’s performance (collectively and of individual Members) and oversight of the evaluation and goal setting framework of the CSA President.
  - use a standardized tool for evaluations and assessments;
  - develop and oversee performance improvement plans;
  - provide framework and assistance to Board committees to perform similar assessments and provide input into the charters of various committees.
  
- c. Continuous review, propose amendments, and development of various instruments to administer Sea Pines Plantation (e.g. bylaws, covenants, select contracts).
  - conduct regular review of various documents as needed to evaluate amendments, clarifications, and additions;
  - identify board policies and practices to provide guidance and direction to the board and standing committees regarding such topics as

communication, inclusion of the general public of SPP, or the mix and characteristics for committee members;

- Provide reports to the CSA Board of Directors on the Governance Committee activities.

3. **Committee Membership:** (Limited to 9 Non-Board Members, as per CSA Bylaws) as approved by the CSA Board:

- a. CSA and ASPPPO Board Member;
- b. At least one Commercial and one Resort representative;
- c. Staff support as designated by the CSA President;
- d. Ex-Officio: CSA Chair, CSA President.

4. **The Committee Does Not:**

- a. Authorize distributions;
- b. Approve or recommend to Members: dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets;
- c. Select, appoint, or remove Directors, or fill vacancies on the Board or on any of its Committees;
- d. Adopt, amend or repeal the Articles or Bylaws.

Approved by the CSA Board of Directors on May 22, 2019.

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Carolyn Adams  
Secretary, CSA Board of Directors