

SANDESTIN OWNERS ASSOCIATION, INC.
Governance Committee Meeting Notes
February 23, 2023

Members Present: Jeff Kelley, Chair
 Robert Kamm
 Helen Butler
 Ron Rome

Others Present: Tom Cooper, Executive Director
 Victoria Klamerus, Asst. Executive Director

Committee Charter

The members reviewed the Charter and recommended deleting specific tasks so the document contains a summary of the committee objectives.

Discussion and possible amendment of documents regarding whether Board Officers must be a current Board member

A draft of Proposal 1 was reviewed by the members that reflects changes to the By-Laws changing language that would require all officers to be a Board member. The current language only requires the President to be a Board member. Jeff Kelley stated that currently, and for as long as he was aware, all officer's seats have been filled by a Board member. This amendment would ensure that this is a requirement going forward. The committee members recommend this proposal be presented to the Board of Directors and to the membership for consideration, following legal review.

Possible amendment of documents regarding appointee qualifications

A draft of Proposal 2 was reviewed by the members that modifies the By-Laws that requires all appointees, who are filling a Board vacancy, to meet the same qualifications as a nominee for election. The members made suggested changes that will be added to the document and then sent out via email for review. If all agree with the changes, it will move forward for legal review.

A third proposal was presented (Proposal 3), that clarifies what is required for a non-Class B member to run for a Class B seat on the Board. The members made suggested changes that will be added to the document and then sent out via email for review. If all agree with the changes, it will move forward for legal review.

Process for filling Board Vacancies

A proposed change to the Nominating Committee Guidelines was reviewed that adds a section outlines the process followed to fill a vacancy on the Board as a result of resignation or death. The members agreed the proposed changes should be recommended for approval to the Board, following legal review.

Next Meeting

The committee will schedule the next meeting when needed.