

**Minutes of the
Board of Directors Meeting
January 28, 2010**

Approved: March 25, 2010

In accordance with written notice the Columbia Association Board of Directors convened on Thursday, January 28, 2010 at 7:30 p.m., at the Columbia Association building. The following members were present: Mr. Phil Kirsch, Chair, Ms. Cynthia A.S.H. Coyle, Vice Chair, Mr. Michael Cornell, Ms. Kathleen Dragovich, Mr. Alex Hekimian, Mr. Gregg Schwind, Mr. Russell Swatek, Ms. Suzanne Waller, Ms. Shari Zaret, and Mr. Phil Nelson, President. Staff Liaisons present: Mr. Rob Goldman, Mr. Chick Rhodehamel, Mr. Steven Sattler and Ms. Rafia Siddiqui. Ms. Pearl Atkinson-Stewart was not present.

Call to Order – The Board of Directors Meeting was Called to Order at 7:30 pm, by the Chair, Mr. Kirsch.

Board Monitoring Form – The Chair reminded Members to complete the Board Monitoring Form.

Announcement of Closed/Special Meeting Held/To be Held – The Chair noted the **Architectural Resource Committee (ARC)** closed meeting held Monday, **January 4, 2010**, in accordance with HOA Section 11B-111(4)(iv), for Consultation with staff personnel, consultants, attorneys, or other persons in connection with pending or potential litigation. The vote to close was 4-0 (Mses. Miller, Bradford, Loeber and Kristin). The meeting commenced at 1:15 pm and ended at 2:05 pm.

Board of Directors and Committee Closed Meeting –the **Audit Committee** held their closed meeting, **January 25, 2010**, in accordance with HOA 11B-111(4)(i)(iv) For review of internal audit reports in accordance with the Audit Committee’s “Procedures and Guidelines for Meeting in Closed Session”. The vote to close was 5-0 (Mr. Cornell, Ms. Coyle, Mr. Hekimian, Mr. Pechacek, and Mr. Zuber).The meeting commenced at 7:45 pm, and ended at 9:30 pm.

Approval of Agenda – Ms. Waller Moved to Approve the Agenda. Ms. Zaret seconded. **Mr. Swatek** requested that Delegate Bobo be added to the agenda, at an appropriate time, for discussion on pending litigation of interest to CA. **Mr. Hekimian** requested that a CSS update be added to 10(b)(3). The Motion, as amended, Passed Unanimously.

Approval of Minutes –Regular Board Minutes, January 14, 2010 – Ms. Waller Moved to Approve the Minutes of the January 14th Regular Board of Directors Meeting. Ms. Zaret seconded. The Motion Passed 7-0-1. For: Ms. Coyle, Ms. Dragovich, Mr. Hekimian, Mr. Kirsch, Mr. Swatek, Ms. Waller, and Ms. Zaret; Abstain: Mr. Cornell. Mr. Schwind had not arrived at the time of the vote. Ms. Atkinson-Stewart was absent.

Special Meetings – Ms. Waller Moved to Approve the Minutes of the Board of Directors Special Meeting. Mr. Hekimian seconded. The Motion Passed 7-0-1. For: Ms. Coyle, Ms Dragovich, Mr. Hekimian, Mr. Kirsch, Mr. Swatek, Ms. Waller and Ms. Zaret; Abstain: Mr. Cornell. Mr. Schwind had not arrived at the time of the vote. Ms. Atkinson-Stewart was not present.

RESIDENT SPEAKOUT – Delegate Liz Bob spoke on House Bill 282, entitled: Transportation Projects – Bicycle and Pedestrian Access – Funding and Reporting.

Ms. Mary Kay Sigaty and Ms. Jen Terrasa of the Howard County Council spoke on issues involved in the Pathway System topic, as it relates to Developing a Business Commuter/Recreational Pathway System, 9(a)(1) and Follow-up action or discussion on Inter-Village Connectivity and Commuter Pathway System, 10(a)(1).

Chairman’s Remarks – None.

President’s Report – None

Committee Agenda

(a) External Relations Committee

1. Develop a process for convening focus groups and conducting periodic surveys as to community feeling about the program

Mr. Sattler highlighted the projects he had been working on, and the successful hosting of the 1) Village Roundtable, January 7th. He noted the beginning of active dialogue with villages on issues of importance. Mr. Sattler said he would be picking a date very soon to meet with the Village Roundtable to create a strategic plan for a public education safety program. 2) He has had two Meetings with the Howard County Police to standardize a method on educating the community together, to discuss a number of topics: Speeding, Breaking and Entering, etc. 3) Discussed the possibility of Renewable Energy; and 4) Legislative Advisory Board.

Board of Directors Action for Previous Committee Assignments

(a) Planning and Strategy Committee

1. Follow-up action or discussion on Inter-Village Connectivity and Commuter Pathway System

Ms. Mary Kay Sigaty and Ms. Jen Terrasa of the Howard County Council spoke on the Pathway System and potential plans for future discussion, and responded to questions from members of the board on this subject.

Mr. Swatek identified some changes and improvements on two specific areas, Bicycling Commuting and Village Connectivity, needed to create a process plan using metrics. **Mr. Cornell** suggested that staff prepare for the next meeting outcome statements, using potential metrics for longtime priority project. **Mr. Kirsch** noted that this would be a long-term priority project, and should be in partnership with the County. **Ms. Coyle** suggested that staff be recommended to come back to the board with long-term statements and metrics that can be used for outcome plans.

(b) Performance Oversight Committee

1. Follow-up Action or discussion on Committee topics

The following subjects will be addressed in future meetings: recommendation for 501(3)c; Dashboard Outcome; Purchasing Policies; and Going Green Status Report.

2. Approval : Conflict of Interest Policy on Outside Law Firms

Ms. Dragovich Moved to Recommend to Board to Adopt the CA Policy on Assessment of Law Firm Conflict of Interest. Mr. Hekimian seconded. The Motion Passed by Unanimous Consent.

3. Review of Monthly Financials and Graphs – Ms. Siddiqui reviewed the Charts and responded to questions from members of the board.

3(b)CSS Update – Mr. Sattler reviewed the CSS Development Team Report, dated January 28, 2010, and responded to questions from members.

4. Purchasing Exception – Legal Services - Ms. Dragovich Moved to Approve the Purchasing Exception to allow CA to use Jackson Lewis LLP. Mr. Hekimian seconded. The Motion Passed by Unanimous Consent. Ms. Siddiqui then asked if the Purchasing Exception could be submitted immediately for Board approval so that Ms. Fanaroff could work with the legal firm should the need arise prior to the February 11, 2010 Board Meeting. The Board agreed to the request. **Mr. Schwind** Moved to Approve the Recommendation from the Performance Oversight Committee to approve the Purchasing Exception for Legal Services. Ms. Coyle seconded. The Motion passed by Unanimous Consent.

(c) External Relations Committee

1. Chair Report of Action Items for Next Board of Directors Meeting – Ms. Waller noted that she would be working on items for the next meeting.

Board Member Items for Discussion and Assignment to Committees

Mr. Cornell indicated that there was a discussion in the Audit Committee concerning the terms resident members service on each committee. He noted that at some time it should come before the board for further discussion.

Tracking Forms

- (a) Tracking Form for Board Requests**
- (b) Tracking Form for Resident Requests**

Complete Board Monitoring Form

Talking Points – Ms. Schellenberger

Adjournment – The Board of Directors adjourned at 10:30 pm. The next scheduled meeting will be February 11, 2010.

Respectfully submitted,

Barbara Y. Barnes
Recorder

COLUMBIA ASSOCIATION POLICY ON ASSESSMENT OF LAW FIRM CONFLICTS OF INTEREST

The Columbia Association (“CA”) Board of Directors has resolved that CA will not retain the services of a law firm that the President and the board believe may have a perceived or actual conflict of interest. The purpose of this policy is to provide a process for effectuating that resolution.

Once every three years, in accordance with CA’s purchasing policies, CA issues a request for proposal (“RFP”) for corporate legal services. That RFP will contain the following questions directed at identifying possible conflicts of interest:

1. Identify any clients in Howard County to whom your firm provides legal services.
2. Identify any entities in which a majority financial interest is held by any key personnel that will provide legal services to CA.
3. Identify any entity for which such key personnel serve as an employee, officer or director.

The selection committee (consisting of the President, Purchasing Manager, Chief Financial Officer, Human Resources Director and General Counsel) that reviews the responses will consider whether any response contains an answer raising a question as to a possible conflict of interest. If it does, and the firm providing that response is a firm that the committee otherwise has determined to retain to provide legal services, further elucidation will be requested and the President will then determine whether that firm may be retained.

Additionally, attorneys are bound by the Maryland Lawyers’ Rules of Professional Conduct. Rules 1.7 through 1.12 address the issue of conflicts of interest. Any firm selected by CA in response to an RFP enters into a contract to provide legal services to CA. That contract will contain a provision in which the firm acknowledges that it is bound by and complies with those Rules of Conduct. As a consequence, law firms having a contract with CA are required to disclose any potential conflict of interest that may arise at any time during the term of the contract.

If at any time the board or staff learns of facts that suggest a firm may have a conflict of interest, the board will request that the President consult with the law firm and seek clarification. The President will then make a recommendation to the board as to whether CA should continue to retain the services of that firm.

**Approved by the Columbia Association Board of Directors
January 28, 2010**