

**Minutes of the  
BOARD OF DIRECTORS MEETING  
Held: April 27, 2017**

Approved: May 25, 2017

A meeting of the Columbia Association Board of Directors was held on Thursday, April 27, 2017 at Columbia Association headquarters. Present were Chairman Andrew Stack and members Reg Avery, Dick Boulton, Brian Dunn, Lin Eagan, Janet Evans, Alan Klein, Milton W. Matthews, Nancy McCord, Gregg Schwind, and Chao Wu. Also present were Vice President/CFO Susan Krabbe and General Counsel Sheri Fanaroff.

**1. Call to Order:** The Board of Directors Meeting was called to order at 7:35 p.m. by Chairman Andrew Stack.

**2. Announcement of Closed/Special Meetings:**

The **Board of Directors** held a closed meeting on March 23, 2017 at Columbia Association headquarters. The Members present were Reg Avery, Dick Boulton, Lin Eagan, Janet Evans, Alan Klein, Nancy McCord, Gregg Schwind, and Andy Stack and Chao Wu. Also present was Milton Matthews. The vote to close the meeting was 9-0-0.

The closed meeting was authorized under the Maryland Homeowners Act, Md. Code, Real Property §11B-(4)(4)(iv) consultation with staff personnel, consultants, attorneys, board members or other persons in connection with pending or potential litigation or other legal matters. The meeting was closed from 10:00 p.m. until 10:30 p.m. to discuss a legal matter.

The **Architectural Resource Committee** held a closed meeting on April 10, 2017 at Columbia Association headquarters. The Members present were Gordon MacPhee, Sheri Fanaroff, Scott Templin, and Gracie Bradford. Also present were Deb Bach, Carole MacPhee, Devora Wilkinson, Debbie Nix, Tom Mungo, and Laura Parrish. The vote to close the meeting was 4-0-0.

The closed meeting was authorized under the Maryland Homeowners Act, Md. Code, Real Property §11B-(4)(4)(iv) consultation with staff personnel, consultants, attorneys, board members or other persons in connection with pending or potential litigation or other legal matters. The meeting was closed from 1:07 p.m. until 2:15 p.m. to discuss new and ongoing covenant cases.

**3. Approval of Agenda**

**Action:** Mr. Avery moved to approve the agenda as presented. Mr. Wu seconded the motion, which passed unanimously. Vote: 10-0-0.

**4. Disclosure of Conflict of Interest:** none

**5. Resident Speakout**

- a) Joel Hurewitz, Harpers Choice, spoke about closed session minutes, stakeholders' dinner policy and the lack of recycling bins at CA events.

**6. Approval of Minutes of March 23, 2017**

**Action:** Ms. McCord moved that the minutes of February 23, 2017 be accepted as presented. Mr. Avery seconded the motion. Mr. Wu noted that Line 44 should be revised to correct the spelling of Jing Tian's name. The minutes were passed, as corrected. Vote: 10-0-0.

**7. Chairman's Remarks**

Mr. Stack announced the following meetings and events:

- April 20: The Stakeholders dinner was very nice. He thanked Janet Loughran for arranging it.
- April 22: Dedication of the Chrysalis in Merriweather Park at Symphony Woods
- April 23: Howard County Public Schools Fine Arts Salute to Columbia's 50<sup>th</sup> Birthday celebration was "fantastic," an excellent program put on by high school students.
- April 29: Village elections will be held.
- May 2: County will present its plan for Long Reach village center
- May 8: Board orientation for new directors
- May 9: Founders Day workshop at Howard Community College
- May 11: CA Board's annual meeting
- May 13: Dog Day Afternoon
- May 19: CA Board/Staff dinner
- May 20: Bike with a Cop
- May 20-21: Wine in the Woods
- May 25: CA Board meeting

Mr. Stack also suggested that people check the schedule of upcoming "Exploring Columbia on Foot" walks, led by Ned Tillman, and the Xbox 1 challenges.

He congratulated Lin Eagan on being elected chair of the Inner Arbor Trust board of directors. He also thanked board members and staff for their service during the fiscal year that ends April 30.

## 8. Reports Submitted

### (a) President's Report

In response to questions from Board members, staff said:

- The activities of CA staff related to Downtown Columbia redevelopment will be reported in the President's report and on the Downtown Development Tracker.
- CA staff will provide regular updates on the construction of the tennis facility in Long Reach.

Mr. Matthews said he visited four Columbia businesses as part of Howard County Business Appreciation Week (April 24-28). He also said the Downtown Columbia Arts and Culture Commission will show movies at Merriweather Post Pavilion.

Janet Loughran presented Board members with CA's annual gift to them -- lead crystal pillars commemorating Columbia's 50<sup>th</sup> Birthday

### (b) Financial Reports -- None

### (c) Other Reports

1. Report from the CA Representative to the Inner Arbor Trust Board of Directors

*(Ms. Eagan provided a written report.)*

Ms. Evans noted that publicity touting the Chrysalis implied that Merriweather owned it. Ms. Eagan said the issues are being addressed.

## 9. Board Action

### (a) Consent Agenda

1. Approval of the General Counsel's Recommendations regarding the Release/Non-Release of Minutes of Closed Meetings held on June 23, 2016; December 8, 2016; and January 12, 2017

**Action:** By consent, the Board approved the recommendation of the General Counsel to release the minutes of the closed meeting held on June 23, 2016, and to not release the minutes of closed meetings held on December 8, 2016 and January 12, 2017.

2. Approval of Appointments to the Architectural Resource Committee – FY 18  
By consent, the Board approved the appointments of Shari Fanaroff, Deb Bach, Eva Lambright, Tom Mungo, and Gracie Bradford to the Architectural Resource Committee.
3. Approval of the Owen Brown Representative to the Watershed Advisory Committee  
By consent, the Board approved the appointment of William Cain as the Owen Brown representative to the Watershed Advisory Committee.

(b) Board Votes

1. Changes to the Board Governance Documents

i. Add a Section Regarding the CA President/CEO

Mr. Avery moved to add the section regarding the CA President/CEO; Mr. Wu seconded the motion.

**Action:** Mr. Boulton moved to amend the motion to delete “boards” in Line 3 of bullet 1, and add “or other CA senior staff members participate” to the end of that sentence. Mr. Klein asked that the word “meeting” in the first line of Bullet 1 be capitalized. The motion passed as amended. Vote 10-0-0.

ii. Add the Section Regarding Agendas

Mr. Avery moved to accept the addition of a section regarding agendas; Ms. Evans seconded.

**Action:** The Board decided to change the word “basis” to “foundation” in the second line of the motion. The motion passed, as amended. Vote: 10-0-0.

iii. Add the Section Regarding Stakeholder Dinners

Ms. McCord moved to accept the addition of a section regarding stakeholder dinners; Mr. Wu seconded the motion.

**Action:** Mr. Klein moved to delete “Executive Board of the Howard County Chamber of Commerce” and substitute “TBD” in Bullet 1, and to add “March and” immediately preceding “April” on Line 2 of Bullet 2 about stakeholder dinners. Mr. Wu seconded the motion, which failed. Vote: 1-7-2.

For: Mr. Klein

Against: Messrs. Avery, Dunn, Schwind, Stack, and Wu; and Mses. Eagan and McCord

Abstain: Mr. Boulton and Ms. Evans

**Action:** Mr. Boulton moved to add “from a roster of community organizations that share CA’s values” to the end of Line 2 in Bullet 2 of the motion. The Board approved the motion, as amended. Vote: 10-0-0.

iv. Add the Section Regarding Constructing Agendas

Mr. Wu moved to accept the addition regarding constructing agendas. Mr. Dunn seconded the motion.

**Action:** Mr. Klein moved that “, the Executive Assistant to the President” be deleted from Bullet 1 of the motion and that “office of” be inserted in Line 2 of Bullet 1, between “Through the” and “CA president...”

**Action:** Mr. Boulton moved that “This is the highest priority” be deleted from Priority 1 and that “This is the lowest priority” be deleted from Priority 6.

The motion, as amended, passed unanimously.

v. Make a Modification (regarding quarterly meetings of the Board Operations Committee)

**Action:** Mr. Wu moved to approve the motion for the Board Operations Committee to meet quarterly. Mr. Dunn seconded the motion, which passed. Vote: 7-3-0.

For: Messrs. Dunn, Schwind, Stack and Wu; and Mses. Eagan, Evans and McCord  
Against: Messrs. Avery, Boulton and Klein  
Abstain: none

- vi. Make a Modification (regarding starting regularly scheduled CA Board Meetings and Work Sessions at 7 PM)

**Action:** Mr. Dunn moved that regularly scheduled CA Board meetings and work sessions begin at 7 p.m. Mr. Avery seconded the motion, which failed. Vote: 4-5-1.

For: Messrs. Schwind and Stack and Mses. Evans and McCord  
Against: Messrs. Avery, Dunn, Klein and Wu; and Ms. Eagan  
Abstain: Mr. Boulton

- vii. Make a Modification (regarding assignment of CA Board Members at the annual meeting as liaisons to advisory committees)

**Action:** Mr. Avery moved to make the modification to assign CA Board Members during the Annual Meeting to be liaisons to advisory committees. Mr. Wu seconded the motion, which passed unanimously. Vote: 10-0-0.

*Ms. McCord left the room at 8:55 p.m.*

- viii. Make a change to the Policy (to increase Purchasing Exemption threshold from \$25,000 to \$50,000)

**Action:** Mr. Dunn moved to increase CA's purchasing exemption threshold from \$25,000 to \$50,000. Mr. Wu seconded the motion.

**Action:** Mr. Dunn moved to amend the motion to increase CA's purchasing exemption threshold to \$75,000. Mr. Schwind seconded the motion, which passed. Vote: 5-4-0.

For: Messrs. Avery, Dunn, Schwind and Stack; and Ms. Eagan  
Against: Messrs. Boulton, Klein and Wu and Ms. Evans  
Abstain: none

The motion to increase the purchasing exception threshold was passed, as amended. Vote: 7-2-0.

For: Messrs. Avery, Boulton, Dunn, Schwind, and Stack; and Mses. Eagan and Evans  
Against: Messrs. Klein and Wu  
Abstain: none

*Ms. McCord returned at 9:05 p.m.*

- xi. Make a change to the Policy (to delegate authority to approve appointments to the village architectural committees to the Chair of the CA Board of Directors)

**Action:** Mr. Boulton moved to accept the motion to delegate authority to approve appointments to the village architectural committees to the Chair of the CA Board of Directors. Mr. Wu seconded the motion, which passed unanimously. Vote: 10-0-0.

- x. The CA/President/CEO is hereby appointed as a voting member of the Board Operations Committee.

**Action:** Mr. Boulton moved that the CA President be a voting member of the CA Board of Directors Board Operating committee. Mr. Klein seconded the motion.

**Action:** Mr. Boulton accepted Mr. Stack's revision of the motion to read: "Last year, the Board re-created the BOC and made the President a member. That means the President has a vote on the BOC." The motion passed. Vote: 7-3-0.

For: Messrs. Avery, Dunn, Schwind, Stack and Wu; and Mses. Eagan and McCord  
Against: Messrs. Boulton and Klein and Ms. Evans  
Abstain: none

2. Board Strategic Issues for CY 2017

**Action:** Mr. Boulton moved that the Board accept a Strategic Issue for CY 2017 regarding serving and connecting with more teens and young adults. Mr. Avery seconded the motion, which passed. Vote: 8-2-0.

For: Mses. Evans, McCord; and Messrs. Avery, Dunn, Klein, Schwind, Stack and Wu

Against: Ms. Eagan and Mr. Boulton

Abstain: none

**Action:** The Board accepted a Strategic Issue for CY 2017 regarding and developing and communicating a shared community vision for Columbia. The motion passed unanimously.

**10. Tracking Forms**

(a) Tracking Form for Board Requests

(b) Tracking Form for Resident Requests

**11. For Your Information**

a) Downtown Columbia Arts and Culture Commission Annual Report 2016-17.

The Commission's annual report was submitted in writing.

**12. Talking Points** Recording Secretary Valerie Montague read the Talking Points.

**13.** Entertain a motion to hold a closed meeting of the CA Board of Directors

Mr. Avery moved that the Board hold a closed meeting under the Maryland Homeowners Act, Md. Code, Real Property §11B-(4)(i) Discussion of matters pertaining to employees and personnel, and (4)(iii) consultation with legal counsel on legal matters. Mr. Wu seconded the motion, which passed unanimously.

**14. Adjournment:** The open meeting was adjourned at 9:58 p.m.

Respectfully submitted,

Valerie Montague  
Recording Secretary