

**Minutes of the
BOARD OF DIRECTORS MEETING
Held: May 14, 2015**

Approved: June 25, 2015

A meeting of the Columbia Association Board of Directors was held on Thursday, May 14, 2015 at the Columbia Association Building. Present were members Reg Avery, Dick Boulton, Brian Dunn, Janet Evans, Jeanne Ketley, Alan Klein, Nancy McCord, Gregg Schwind, Andy Stack, and Chao Wu. Also present were CA President/CEO Milton Matthews, Chief Staff Liaisons Susan Krabbe and Norma Heim, Governance Chief of Staff Jane Dembner, and General Counsel Sheri Fanaroff.

1. Call to Order: The Board of Directors Meeting was called to order at 7:45 p.m. by President/CEO Milton W. Matthews.

2. Approval of Agenda:

Action: Ms. McCord moved to approve the agenda; Mr. Avery seconded the motion. Mr. Dunn asked to add an item after “Resident Speakout” regarding his conflict of interest. The agenda, as amended, was approved unanimously.

3. Resident Speakout:

- (a) Russ Swatek, Long Reach, welcomed new Board members and thanked returning members for their service.
- (b) Joel Hurewitz, Hickory Ridge, spoke about backdating the resolution to select CA’s representatives to the Inner Arbor Trust, and about the CA Board retreat.

Conflict of Interest (*added to agenda*)

Mr. Dunn said his wife works at CA and he asked for a waiver from CA’s conflict of interest rules so he can continue to serve on the CA Board. Ms. Ketley said she endorses Brian and that the conflict of interest rules should be revised. Mr. Schwind suggested that, once given, a waiver should be in effect until the member leaves the Board.

Action: Mr. Avery moved that the Board grant Mr. Dunn a waiver from CA’s conflict of interest rules. Mr. Klein seconded the motion. The vote to approve was 9-0-1.

For: Messrs. Avery, Boulton, Klein, Schwind, Stack and Wu, and Mses. Evans, Ketley and McCord

Against: None

Abstain: Mr. Dunn

4. Election of Chair and Vice Chair of the CA Board of Directors

Action: Mr. Klein moved to amend the Resolution to Elect the Chair and Vice-chair of the Board to state that they will serve from May 14, 2015 until their successors are elected by the Board. Ms. Evans seconded the motion, which passed unanimously.

Action: Mr. Schwind nominated Andy Stack as Chair; Ms. McCord seconded. Mr. Klein nominated Jeanne Ketley as Chair; Mr. Boulton seconded the nomination. After both candidates spoke about their qualifications, a secret ballot yielded a tie: five votes for Mr. Stack and five votes for Ms. Ketley.

Action: Mr. Avery moved that the two candidates split the chairperson duties, with each serving for six months. Mr. Wu seconded the motion, which passed. Vote: 7-3-0.

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

Action: Mr. Klein moved that Ms. Ketley serve the first six-month term as chair. Mr. Avery seconded the motion, which passed. Vote: 7-3-0.

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

Action: Mr. Avery moved that Ms. Ketley serve as chair from May 14, 2015 until November 14, 2015 and Mr. Stack will serve from November 15, 2015 until a successor is elected. Mr. Klein seconded the motion, which passed unanimously.

Action: Ms. McCord moved that Mr. Stack serve as Vice Chair during Ms. Ketley's tenure as chair, and Ms. Ketley serve as Vice Chair during Mr. Stack's tenure as chair. Ms. Evans seconded the motion, which passed unanimously.

5. Appointments to Committees

The Chair appointed members to committees as follows:

Planning and Strategy Committee:	Nancy McCord, Andy Stack, and Chao Wu
Strategic Implementation Committee:	Reg Avery, Janet Evans, and Gregg Schwind
External Relations Committee:	Dick Boulton, Brian Dunn, and Alan Klein
Audit Committee:	Reg Avery, Chao Wu, and Gregg Schwind
Risk Management Committee:	Reg Avery, Janet Evans, and Greg Schwind

6. Election of CA Representatives to the Inner Arbor Trust Board of Directors

Action: Mr. Klein moved that the resolution be amended to state that therepresentatives' term of office will be from May 14, 2015 until their successors are selected by the CA Board of Directors. Mr. Avery seconded the motion. Mr. Klein accepted Mr. Schwind's amendment to change "elected" to "selected" in the title and body of the resolution. The amended motion passed unanimously.

Action: Ms. Evans nominated Mr. Boulton to the IAT Board; Mr. Stack nominated Ms. McCord; Mr. Dunn nominated Mr. Schwind; and Mr. Boulton nominated Mr. Klein. By secret ballot, the members selected Messrs. Boulton and Schwind to represent the CA Board on the IAT Board.

7. Election of Officers of Columbia Association

Action: Mr. Wu moved that the slate of officers be appointed as presented. Mr. Stack seconded the motion, which passed unanimously. The officers are:

Milton Matthews	President/CEO
Susan Krabbe	Vice President
Sheri Fanaroff	Secretary
Paul Papagjika	Treasurer
Don Van Deusen	Assistant Secretary

8. Approval of BOD Meeting Dates in FY 2016

Action: Mr. Stack moved that the proposed meeting dates be accepted as presented. Mr. Avery seconded the motion, which passed unanimously.

9. Draft letter from the Board of Directors re: Work of the Fueling Stations Task Force

Action: Mr. Stack moved that the Board send a letter to the County Council in support of the work of the Fueling Stations Task Force. Mr. Klein seconded the motion, which passed. Vote: 9-1-0.

For: Messrs. Avery, Boulton, Klein, Stack, Schwind and Wu; and Meses. Evans, McCord
and Ketley
Against: Mr. Dunn
Abstain: None

10. Possible Topics for Future Board Discussions

Members suggested these topics:

- Televising board meetings
- Environmental concerns in Columbia
- Study of pros and cons re: CA's membership structure so that all residents are members of CA
- Village center revitalization
- Format of BOD meetings
- BOD committee structure and effectiveness
- Infrastructure of CA facilities and planning to move forward with improvements
- Creating a task force re: attracting younger families to Columbia
- Setting criteria for repairing ponds and prioritizing them
- Membership and Fee Study
- Review of Conflict of Interest Policies
- Affordable housing

Mr. Schwind suggested that members refer to the Board committees' end-of- year reports for more topics.

11. Board Request Tracking Log

Mr. Klein asked about Mr. Schwind's request for a list of "rates and fees" that CA charges people in connections with memberships and/or use of facilities. Mr. Matthews said the answers will be sent to Board members.

12. Resident Request Tracking Log

Mr. Klein asked about progress in responding to Mr. Hurewitz's question about whether the Board has approved the sale of investments or the sale or donation of equipment.

13. Talking Points: Recording Secretary Valerie Montague read the Talking Points.

14. Adjournment: The meeting was adjourned at 9:48 p.m.

Respectfully submitted,

Valerie Montague
Recording Secretary