

**Minutes of the
BOARD OF DIRECTORS MEETING
Held: March 12, 2015**

Approved: March 26, 2015

A meeting of the Columbia Association Board of Directors was held on Thursday, March 12, 2015, at the Columbia Association Building. Present were Chairman Russ Swatek, and members Reg Avery, Michael Cornell, Brian Dunn, Jeanne Ketley, Alan Klein, Nancy McCord, Tom O'Connor, Gregg Schwind (via phone, then in person), and Andrew Stack. Also present were CA President/CEO Milton Matthews, Chief Staff Liaisons Susan Krabbe and Jane Dembner, Governance Chief of Staff Rob Goldman, and General Counsel Sheri Fanaroff.

1. Call to Order: The Board of Directors Meeting was called to order at 8:02 p.m. by the Chair, Russ Swatek.

2. Announcement of Closed/Special Meetings Held/To Be Held:

The **Risk Management Committee** held a closed meeting at the Columbia Association Building on February 26, 2015. Members present were: Milton Matthews, Susan Krabbe, Reg Avery, Alan Klein and Tom O'Connor. The vote to close the meeting was 5-0-0.

The closed meeting was authorized under the Maryland Homeowners Act, Md. Code, Real Property §11B-111 (4)(i) Discussion of matters pertaining to employees and personnel; and (iv) Consultation with staff personnel, consultants, attorneys, or other persons in connection with pending or potential litigation or other legal matters. The meeting was closed from 6:35 p.m. until 7:20 p.m.

The **Architectural Resource Committee** held a closed meeting at the Columbia Association Building on March 9, 2015 to discuss covenant cases. Members present were: Michelle Miller, Jane Dembner, Michael Shaw, Debbie Bach, and Maryann Cohea. Also present were: Carole MacPhee, Laura Parrish, Debbie Nix, Gordon MacPhee, Karen Turcan, and Dale Wasmus. 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-111 (4)(iv) Consultation with staff personnel, consultants, attorneys, or other persons in connection with pending or potential litigation or other legal matters. The meeting was closed from 1:20 p.m. until 2:00 p.m.

The **Audit Committee** held a closed meeting at the Columbia Association Building on March 11, 2015. Members present: Reg Avery, Michael Cornell, and Gregg Schwind. The vote to close the meeting was 3-0-0.

The closed meeting was authorized under the Maryland Homeowners Act, Md. Code, Real Property §11B-111 (4)(i) Discussion of matters pertaining to employees and personnel; and (iv) Consultation with staff, personnel, consultants, attorneys, or other persons in connection with pending or potential litigation or other legal matters. The meeting was closed from 8:34 p.m. until 9:36 p.m.

3. Approval of Agenda:

Action: Mr. Avery moved to approve the agenda; Ms. McCord seconded the motion. Mr. Swatek suggested moving Item 12(b)(1)(a) to follow Item 5. The amended agenda was passed unanimously. Vote: 9-0-0.

For: Messrs. Avery, Dunn, Cornell, Klein, O'Connor, Stack and Swatek; and Mses. Ketley and McCord

Against: None

Abstain: None

4. Disclosure of Conflicts of Interest: The chairman said none were disclosed to him.

5. Resident Speakout:

- (a) Celeste Huecker, Wilde Lake, spoke about indoor pool capacity.
- (b) Joel Hurewitz, Harpers Choice, spoke about bylaws, elections, guidelines for closed meetings, etc.
- (c) Nancy McCord, Wilde Lake, read Linda Odum's email message about SplashDown.
- (d) Carlton Haywood, Oakland Mills, speaking as chair of the Aquatics Advisory Committee, spoke about indoor pool capacity.
- (e) Bill Santos, Wilde Lake, spoke about family-oriented indoor pool capacity.
- (f) Roz Zinner, Long Reach, spoke about indoor pool capacity.
- (g) Ginger Scott, Wilde Lake, spoke about CA's February 9 closed meeting.

Mr. Schwind arrived at 8:45 p.m.

- (h) Kevin McAliley, Wilde Lake, representing the Wilde Lake Village Board, spoke about having a multi-generational Swim Center.

12. (b) Strategic Implementation Committee

1. Discussion

- (a) Easement Requests from Howard County re: Multi-Line Pathway from Blandair to Howard County General Hospital -- Phases 3 and 4

CA Open Space Management Director Daniel D'Amore and Bob Jenkins of Howard Hughes Corporation described a proposed easement for segments of the Downtown Columbia multi-use pathway project. The pathway will be for pedestrian and bike traffic only. Howard County government will own the easement, and the Downtown Partnership will be responsible for maintaining the pathway or paying others to maintain it. Mr. D'Amore said the easement request will be revised in light of Board members' comments, then presented to the Board for approval.

- (b) Committee Tracking Form – No additions

6. Approval of Minutes

Action: Mr. O'Connor moved that the minutes of February 9, 2015 be approved. Mr. Avery seconded the motion, which passed unanimously. Vote: 10-0-0.

Action: Mr. Avery moved that the minutes of February 26, 2015 be approved. Ms. McCord seconded the motion, which passed. Vote: 9-0-1.

For: Messrs. Avery, Dunn, Klein, O'Connor, Schwind, Stack and Swatek; and Meses. Ketley and McCord

Against: None

Abstain: Mr. Cornell

7. Chairman's Remarks:None.

8. President's Remarks: In response to a question, Mr. Matthews said he has no updates regarding the Inner Arbor Trust Board.

9. Committee Chairs' Reports

- (a) **Board Operations Committee:** None.
- (b) **External Relations Committee:** None
- (c) **Planning and Strategy Committee:** None.

(d) **Strategic Implementation Committee:** None.

(e) **CA Representatives to the Inner Arbor Trust Board of Directors:** None.

10. Recommendation for Board Action

(a) Consent Agenda

1. Approval of draft minutes of Closed Board of Directors Meetings held on March 27, 2014; March 31, 2014; April 3, 2014; April 16, 2014; April 24, 2014; and May 5, 2014

Action: The Board voted to approve the minutes of these meetings.

2. Approval of draft minutes of Closed Board of Directors Meetings held on June 24, 2014; August 4, 2014; September 18, 2014; October 23, 2014; November 17, 2014; December 11, 2014; and February 9, 2015 (closed portion)

Action: The Board voted to approve the minutes of these meetings.

(b) Recommendation for Action

1. Approval of Guidelines for Closing a Meeting

The Board approved the BOC's recommendation to approve amended guidelines for closed meetings, incorporating Bylaws changes that the Board approved during the CA Members meeting held tonight. Mr. Klein asked that the word "chairman" in the guidelines be changed to "chairperson." The motion to approve the guidelines as amended passed. Vote: 9-1-0.

For: Messrs. Avery, Dunn, Cornell, O'Connor, Schwind, Stack and Swatek; and Meses. Ketley and McCord

Against: Mr. Klein

Abstain: None

11. Special Topics and Presentations – None

12. Committee Agendas

(a) Planning and Strategy Committee

1. Discussion

(a) Follow-Up Discussion on Swim Center Renovations and Future of Splashdown

Acting Sport and Fitness Director Marc Kolp, Open Space and Facilities Services Director Dennis Matthey, and Asst. Aquatics Director Marty Oltman described staff's recommendations for a \$5 million capital improvement plan over five years to preserve the Swim Center Structure and replace Splashdown with modern family-friendly amenities, such as Wibit. They also said the wading pool area needs repair or improvement.

Action: Mr. Stack moved, and Mr. Dunn seconded, that the PSC recommend that the Board approve staff's recommendation to do repairs to preserve the Swim Center, but to perform the work during the next three fiscal years instead of the five-year period proposed by staff. The motion passed. Vote: 3-0-0.

Mr. Matthews said staff will come to the next Board meeting with answers to Board members' questions regarding staff's other recommendation to replace Spashdown with a different family-friendly amenity. He will also give a proposed date for a public meeting about the future of Splashdown.

(b) Committee Tracking Form.

(c) External Relations Committee

1. Discussion

(a) Discuss "Columbia Speaks, CA Listens" Report and Next Steps

Ms. Dembner summarized the more than 1,000 public comments, questions and ideas received during and after the "Columbia Speaks, CA Listens" event held in October 2014. These comments, and CA's responses, are available on CA's website. Board members discussed

feedback they received and suggested that CA staff find ways to inform residents when CA changes programs or policies as a result of public feedback.

Action: Ms. McCord moved to extend the meeting until 11:15 p.m. The motion was seconded by Mr. Avery and passed unanimously.

(b) Committee Tracking Form

13. Reports

- (a) FY 15 3rd Quarter Financial Report
- (b) FY 15 3rd Quarter Financial Statement

Mr. Cornell said that Board members who have questions about the financial reports can correspond with Ms. Krabbe.

14. Possible Topics for Future Board Discussions: None

15. Tracking Forms

- (a) Tracking Form for Board Requests: None
- (b) Tracking Form for Resident Requests: None

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

17. Adjournment: The meeting was adjourned at 11:10 p.m.

Respectfully submitted,

Valerie Montague
Recording Secretary

The following pages are from

Resident Speakout

at the March 12, 2015

Columbia Association

Board of Directors meeting

Ginger Scott
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March 12, 2015

Good evening. I am Ginger Scott and I live in Wilde Lake.

I want to share my concerns about your rationale for closing your February 9 meeting.

Two relate to a reason for which you may close a meeting.

The Homeowners Association Act allows you to close a meeting for a:

“Discussion of matters pertaining to employees and personnel.”

I could not find a definition for “employees” or “personnel” in the Act itself. Perhaps you could not either. What boggles my mind is that one of you read as a definition of “personnel” a definition from an internal CA document – a broad and self-serving definition that includes not only employees but CA Board members. Good gracious! What if everyone construed a law by making up his own definitions?

It is not as though you did not have reasonable alternatives. One would have been to consult dictionaries contemporaneous with the law – i.e. 1987.

Here is one meaning for “personnel” from a 1994 dictionary:

- a. A body of persons usually employed (as in a factory, office , or organization)
- b. A division of an organization concerned with personnel.

“Employee” then meant “one employed by another usually for wages or salary and in a position below the executive level.”

Another, probably better, alternative would have been to ask a member of our state delegation to request an opinion from the Attorney General’s office. This office may have been able to discern the legislative intent of the law. This may have required some patience on your part. But – would not patience have been preferable to your mad rush to judgment? What was the big hurry?

Some of you also seemed to neglect a key term on closing meetings; the very simple word “may”. The Act gives reasons a homeowners association may close a meeting.

A 1994 dictionary makes it clear that “may” means “have permission to”. Yet some of you seem to have defined “may” as “must” and “permission” as “mandate”.

One final observation. One of you implied that Alan asked his friends to attend your meeting as his advocates. I do not recall everything in Alan’s letter, but for us, the issue that

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resonated was not that Alan would be the subject of a possibly closed meeting but that there might even be a closed meeting. Tom and I, like many other members of our community, have often been appalled at the lack of transparency in the conduct of CA business. We still do not know what Alan has been accused of and thus did not attend your meeting in his defense. We did want to speak for the broader principles of transparency, decency, and the right of the accused to know his accuser.

Thank you.



WILDE LAKE

March 12, 2015

Columbia Association Board of Directors,

It gives me great pleasure to represent the Wilde Lake Village Board, as Chair.

Our board has held numerous lively and productive discussions on the future of the Columbia Swim Center. At the previous CA board meeting we understood a consultant would render a report on the feasibility of a new and improved Swim Center at the Wilde Lake site. Prior to rendering our united board recommendation, the previously mentioned professional needs analysis of existing and future center users (and uses) would be helpful.

At this time, we are in agreement that the Columbia Swim Center is a viable and important village amenity. We want the center to remain in the Wilde Lake Village Center as a fun multi-generational aquatic facility for all of our residents to enjoy.

Some of our board members may render their opinions individually.

Respectfully submitted,

Kevin McAliley

Chair, Village Board of Directors

Wilde Lake Community Association

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