



April 22, 2016

To: Columbia Association Board of Directors
Advisory Committee Chairpersons
Village Board Chairs
Village Managers
Members of the Press
CA Management

From: Andrew C. Stack, Board Chair

The Columbia Association Board of Directors Meeting will be held on Thursday, April 28, 2016 at 7:00 p.m. at the Columbia Association Building, 6310 Hillside Court, Suite 100, Columbia, MD 21046.

AGENDA

- | | |
|--|---------|
| 1. Call to Order (Announce Directors/Staff in Attendance) | 1 min. |
| 2. Vote to Hold a Closed Meeting of the CA Board of Directors | 1 min. |
| 3. Closed Meeting of the CA Board of Directors | 60 min. |
| 4. Announcement of Closed/Special Meetings Held/To Be Held | 1 min. |
| 5. Approval of Agenda | 1 min. |
| 6. Disclosure of Conflicts of Interest | 1 min. |
| 7. Resident Speakout | |
| 8. Approval of Minutes March 24, 2016 | 2 min. |
| 9. Chairman's Remarks | 3 min. |
| 10. Reports Submitted | |
| (a) President's Report – See written report – Follow-up questions from the BOD | 5 min. |
| (b) Financial Reports – None | |
| (c) Other Reports | |
| 1. Report from the CA Representatives to the Inner Arbor Trust Board of Directors | 5 min. |
| 2. End-of-Year Reports | 5 min. |
| (a) Board Operations Committee | |
| (b) Audit Committee | |
| (c) External Relations Committee | |
| (d) Planning and Strategy Committee | |
| (e) Risk Management Committee | |
| (f) Strategic Implementation Committee | |
| 11. Board Action | |
| (a) Consent Agenda | 1 min. |
| 1. Approval of the Board Operations Committee's Recommendation regarding the Release/Non-Release of Closed Meeting Minutes | |
| 2. Approval of Appointments to the Architectural Resource Committee-FY 17 | |

- (b) Board Votes **75 min.**
 - 1. Approval of Proposed New Membership Structures
 - 2. Approval of Rates/Pricing for Proposed New Membership Structures
 - 3. Approval of Proposed New Board Committee Structure
 - 4. Approval of Proposed Guidance to the CA Representatives on the Inner Arbor Trust Board of Directors
- 12. Board Discussion **15 min.**
 - (a) Proposed Ethics and Conflicts of Interest Policies for Board Members
- 13. For Your Information
 - (a) Downtown Columbia Arts and Culture Commission Annual Report 2015-2016
- 14. Tracking Forms **2 min.**
 - (a) Tracking Form for Board Requests
 - (b) Tracking Form for Resident Requests
- 15. Talking Points **2 min.**
- 16. Adjournment – Anticipated Ending Time: Approximately 10:00 p.m.

Next Meetings

Thursday, May 12, 2016 – Organizational Meetings
Thursday, May 26, 2016 – Board of Directors Meeting

ARRANGEMENTS FOR AN INTERPRETER FOR THE HEARING IMPAIRED CAN BE MADE BY CALLING 410-715-3111 AT LEAST THREE DAYS IN ADVANCE OF THE MEETING.

CA Mission Statement

Working every day in hundreds of ways to make Columbia an even better place to live, work, and play.

CA Vision Statement

Making Columbia the community of choice today and for generations to come.

DRAFT
Minutes of the
BOARD OF DIRECTORS MEETING
Held: March 24, 2016

To be approved: April 28, 2016

A meeting of the Columbia Association Board of Directors was held on Thursday, March 24, 2016, at the Columbia Association Building. Present were Chairman Andrew Stack and members Reg Avery, Dick Boulton, Brian Dunn, Janet Evans, Jeanne Ketley (via phone), Alan Klein (via phone, then in person), Nancy McCord, Gregg Schwind and Chao Wu. Also present were CA President/CEO Milton Matthews, Chief Staff Liaison Norma Heim, and General Counsel Sheri Fanaroff.

1. Call to Order: The Board of Directors Meeting was called to order at 7:33 p.m. by the Chairman, Andrew Stack.

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

The **Audit Committee** held a closed meeting at the Columbia Association Building on March 7, 2016. Members present were: Edward Berman, Nancy McCord, Gregg Schwind, Andrew Stack and James Young. The vote to close the meeting was 5-0-0.

For: Messrs. Berman, Schwind, Stack and Young, and Ms. McCord

Against: None

Abstain: None

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 (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 9:29 p.m. until 10:20 p.m.

The **Board of Directors** held a closed meeting at the Columbia Association Building on March 14, 2016. Members present were: Reg Avery, Dick Boulton, Brian Dunn, Janet Evans, Jeanne Ketley, Alan Klein, Nancy McCord, Gregg Schwind, Andy Stack, and Chao Wu. The vote to close the meeting was 10-0-0.

For: Messrs. Avery, Boulton, Dunn, Klein, Schwind, Stack and Wu; and Ms. Evans, Ketley and McCord

Against: None

Abstain: None

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. The meeting was closed from 7:10 p.m. until 8:55 p.m.

The **Architectural Resource Committee** held a closed meeting at the Columbia Association Building on March 14, 2016. Members present were: Jane Dembner, Craig Garrison, Michael Shaw, and Gordon MacPhee. Also present were: Carole MacPhee, Laura Parrish, Maryann Cohea, Pat Loeber, Carl McKinney, Karen Turcan, Dale Wasmus, Sheri Fanaroff and Susan Sloan.

The vote to close the meeting was 4-0-0.

For: Ms. Dembner and Messrs. Garrison, Shaw and MacPhee

Against: None

Abstain: None

The closed meeting was authorized under the Maryland Homeowners Act, Md. Code, Real Property §11B-111 (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 1:10 p.m. until 1:55 p.m.

3. Approval of Agenda for Open Board of Directors Meeting:

Action: Ms. McCord moved that the agenda be approved as presented. Mr. Avery seconded the motion, which passed unanimously. Vote: 10-0-0.

4. Disclosure of Conflicts of Interest: None

5. Resident Speakout:

(a) Joel Hurewitz, Harpers Choice, spoke about the Howard County Watershed Fee.

(b) Lanny Hartman, Owen Brown, spoke about signage at electric car charging stations on CA property.

6. Approval of Minutes of February 25, 2016

Action: Ms. McCord moved that the minutes of February 25, 2016 be approved as presented. Mr. Wu seconded the motion, which passed unanimously. Vote: 10-0-0.

7. Chairman's Remarks: Mr. Stack announced upcoming events:

- March 28: Stakeholders dinner at Oakland Manor with the boards of the League of Women Voters and Howard County Citizens Association

- April 4: BOC meeting at 7:30 p.m. at CA

- April 10: CultureFest at Miller Library; focus is on Eastern Europe and Russia

- April 11: Stakeholders dinner with village board chairs and village managers

- April 14: Board work session at 7:30 p.m. at CA

- April 14: Planning Board holds its first meeting regarding two affordable housing proposals introduced by County Executive Allan Kittleman and Councilwoman Jen Teresa. The CA Board should schedule time to discuss these bills.

- April 28: Final Board meeting of this fiscal year

- April 30: Village elections

8. Reports Submitted

(a) President's Report: Mr. Matthews said CA has testified in favor of the Howard County master plan being considered by the county council.

In response to a question from Mr. Wu, Mr. Stack said the only contested village election for CA Board members is in Harpers Choice. Oakland Mills, Owen Brown, Hickory Ridge and Wilde Lake have uncontested elections. The Town Center representative is stepping down, and that village has selected a new representative.

Mr. Matthews also said CA staff attended a meeting regarding redevelopment of the Hickory Ridge Village Center and will attend future meetings to provide input. Mr. Stack noted that summaries about the redevelopment meetings and process are posted on the Hickory Ridge Village Association's website.

Lastly, Mr. Matthews informed the Board that CA is transitioning to a new website. Norma Hein, Erin McPhail and Lafate Smith gave an overview of the new website.

(b) Financial Reports – None

(c) Other Reports

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

Mr. Schwind said the next IAT board meeting is on April 6. In response to a question from Mr. Boulton, Mr. Stack said the guidelines for CA representatives to the IAT will be discussed during the CA Board meeting in April.

9. Board Action

(a) Consent Agenda

1. Approval of Draft Minutes of Closed Board of Directors Meetings held on April 23, 2015; April 27, 2015; July 23, 2015; September 24, 2015; January 11, 2016; January 14, 2016; February 25, 2016
The draft minutes were approved without dissent.

(b) Board Votes

1. Appoint External Auditors for the FY 16 Annual Audits of CA's Financial Statements and Incentive Savings Plan
Action: The Board unanimously approved the Audit Committee's recommendation to re-appoint CohnReznick as external auditors for the FY 16 annual audits of CA's financial statements and Incentive Savings Plan.

Mr. Klein arrived at 8:25 p.m.

2. Review and Approval of Board Work Plan for Calendar Year 2016

Board members discussed Strategic Issues to work on for the balance of Calendar Year 2016. Mr. Schwind suggested that the desired outcome for Strategic Issue B include specific implementation steps and metrics. Sports and Fitness Director Dan Burns said the outcome was written intentionally to be less precise because CA doesn't yet know what the data will show in terms of what would attract young adults and because CA might not be able to develop and implement new programs for young adults by the end of December.

Action: Mr. Wu moved that CA develop an implementation plan to attract and retain young adults. Mr. Avery seconded the motion, which passed unanimously.

Action: The Board unanimously approved the amended work plan.

(c) Board Guidance

1. Provide Guidance to Staff on the Proposed New Membership Structures

The Board said the following should guide the discussion and process of revising CA's membership structure:

- Continue to sell memberships to non-residents.
- Monitor the amount of assessment revenue used to subsidize operating costs of CA sports and fitness facilities.
- Develop membership pricing that offers a "significant" difference between resident and non-resident membership prices.
- Provide an interactive spreadsheet that allows the Board to see various pricing scenarios.
- Develop a new membership structure and process that is less complex and works easily on the web.

Mr. Stack noted that pricing, options and milestones may be discussed during the Board's April 14 work session.

10. Tracking Forms

(a) Tracking Form for Board Requests

(b) Tracking Form for Resident Requests

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

12. Adjournment: The meeting was adjourned at 10:05 p.m.

151 Respectfully submitted,
152
153 Valerie Montague
154 Recording Secretary

APRIL 2016

Message from the Office of the President/CEO

As Columbia Association approaches the end of its fiscal year, we are reminded of the service of community members on the boards of directors of the village community associations and Columbia Association, the upcoming village elections, and the importance of voting.

Columbia Association would like to thank the members of the boards of directors of the ten village community associations for their service to their village and to the community this past year. Their commitment to this volunteer position is to be commended, and their support is appreciated.

CA would also like to thank the members of its board of directors for their work during FY 16. During this time, CA's board dealt with issues such as the proposed FY 17 and conditional FY 18 budgets, testimony on county initiatives, a new board governance structure, and changes to CA's membership and rate structures. Aiding the board in this process are numerous CA staff members who produce documentation necessary for board consideration and who ensure the implementation of Board-approved initiatives. This dedicated group also has our respect and gratitude.

Village elections will take place at the end of April. Some villages will have contested elections. Others will not. For those in which voter turnout will ensure a quorum for election or determine the outcome of a race, citizen participation is crucial.

Voting is one of the principles upon which our nation and Columbia were founded. Whether it is done at the grassroots, local, state, and/or national level, a vote is an investment in our community, our state, our nation, and our future. Columbia is your home; so please invest in your community and its future with your vote in the village elections in April.

Sport and Fitness

Administration

Mr. Maury Bozman accepted the position of Tennis General Manager and will join CA on April 29. Mr. Bozman is the former Community Association Manager, Property Manager for seven high-end private communities in the Boca Raton and Delray Beach, Florida area. He also served as the Tennis Director at Midtown Athletic Club in Weston, Florida, where he managed and operated 25 tennis courts in a private club setting.



Sport and Fitness

Aquatics

John Herdson, director of Aquatics and a 32-year CA team member, has announced his retirement in late May.

Ms. Morgan Liberto, a member of the Clippers swim team, qualified for the United States Olympic Trials. Ms. Liberto is the first swimmer in the history of the Clippers to compete in the trials. She and coach Jeff Scrivener will travel to Omaha, NE for the swim meet on June 30. The meet will be televised on NBC and NBCsports.

The outdoor pools are being prepped for the upcoming summer season. Over 130 lifeguards have been trained and others are on the list for classes. Stevens Forest will open for lap swimming on Saturday, May 7. All other pools are scheduled to open Saturday, May 27 at noon.

The Aquatics Team is planning a grand preview for the new Dorsey Hall pool on Saturday, May 21. This event is in conjunction with Dorsey Search's Bike About and invitations will be sent out soon.

Indoor/Outdoor Tennis

Twenty-four of the high school juniors in the Junior Competition program made their respective high school tennis teams. This is the highest success rate experienced by the CA Tennis Program.

USTA league play continues to thrive at our tennis clubs. The outdoor season for leagues began on April 1, 2016, with over 1,000 players currently competing in our Adult 18 & Over league.

CA Tennis hosted a St. Patrick's Day Tennis Social for members and guests on Saturday, March 19 at the Athletic Club. Twenty participants enjoyed great tennis, food and company.

In conjunction with the Tennis Industry Association's "Grow the Game Initiative," we hosted a "Rally the Family" tennis event at the Athletic Club on Saturday, March 26 to encourage more families to play together.

Columbia Gym

The weekday opening at 5:00am, which began March 1, has been a welcomed and appreciated change for early rising members.

Fitness consultations, free to members, have continued to increase and led to increased personal training sessions. The Biggest Winner finale was held in the atrium on April 6, with much celebration for all the participants' achievements.

A Family Fitness Bingo Night at the Columbia Gym was hosted by CA's KidSpace facilities on March 18. This event included Fitness Bingo, which required parents and children to complete work out activities, as well as traditional Bingo. KidSpace also hosted a week of Adventure Day Camps from March 28 through April 1.

Open play of Table Tennis and Badminton continued throughout March and April on scheduled evenings each week. Drop-in basketball play continued at high levels of usage throughout March Madness.

Haven on the Lake

The owners of Still Point Spa closed their Clarksville location and introduced their clients to Haven. As a result, traffic and revenue at Haven have increased, as have services (increased 50%) and retail (increased 40%). The renovation to increase space in the women's lounge has been completed.

Haven participated in a filming in March for ABC2, which featured Haven and fitness programs throughout Columbia Association.

Homewood Suites is exploring corporate membership opportunities either for the hotel or their extended stay guests.

Community Health

The Community Health Division received a \$2500 scholarship from EMPOWER, a new initiative from the Howard County Health Department and Johns Hopkins Hospital. EMPOWER addresses the maternal health disparities in African American women. The scholarship will enable 20 women to participate in CA's Optimal Health for My Baby & Me program. The program includes mind body wellness at Haven on the Lake, nutrition education, and lifestyle coaching.

Ice Rink

The Howard Huskies had two teams qualify for Nationals.

Four shows of "Cinderella Stories on Ice" were presented by 60+ figure skaters of the Columbia Figure Skating Club on Saturday and Sunday, April 9 and 10. The event was a huge success with more than 1,300 tickets sold.

The special one-week Spring Break Learn-to-Skate session took place from March 29 through April 1, and was well attended with 52 participants, compared to 40 participants from the same session last year.

Columbia SportsPark

The Columbia SportsPark began its in-season hours of operation on March 25 and will operate 7 days a week through September.

Community Planning

Columbia Planning and Development

Staff from the Office of Planning and Community Affairs (OPCA) continued to monitor development in and around Columbia. The [Development Tracker](#) provides information on development related meetings and submitted proposals for sites in and near Columbia. The Development Tracker is updated monthly and is available online at <http://bit.ly/developmenttracker>. Staff also attended and participated in various meetings related to planning and development including:

- Hickory Ridge Village Center Redevelopment Proposal - small group discussions with residents hosted by Kimco Realty (3/29, 3/30, 3/31, 4/5, 4/6, 4/12, 4/13, 4/14, 4/19, 4/20, 4/21).
- Downtown Columbia Affordable Housing – attended Planning Board public hearing on the affordable housing proposals for Downtown Columbia (April 14). The hearing will be continued

on April 28. It is anticipated that the Howard County Council will begin consideration of the proposals in June or July.

Staff participated in the selection process by Howard County Government to hire the consultants to undertake the Oakland Mills Village Center Feasibility Study and will serve on the work team that will manage the study, which is anticipated to commence later this spring.

Staff continues to meet regularly with the county's Director of Planning & Zoning regarding the anticipated update of New Town zoning, among other items. The county has no process or timeframe to announce at this time, but it is anticipated that the zoning update review process will begin in FY 17.

Management Contract - CA and Village Associations

Staff led the management contract update process. A final version of the management contract was sent in March to each village community association for consideration by each village board.

Community Building Speakers Series

Dr. Freeman Hrabowski, President, University of Maryland, Baltimore County (UMBC) will be the next speaker in CA's Community Building Speakers Series. This event will be co-sponsored by the African American Roundtable of Howard County. President Hrabowski will speak on Thursday, May 5 at 7:30pm at the Wilde Lake Interfaith Center. The event is anticipated to be at capacity; [registration](#) is recommended, at CADiversityMatters.eventbrite.com.

Named one of "America's Best Leaders" by U.S. News & World Report and one of the "100 Most Influential People in the World" by TIME magazine, President Hrabowski's presentation entitled "Diversity Matters: Building on Columbia's History as an Inclusive Community" is sure to inspire us. A copy of President Hrabowski's latest book "*Holding Fast to Dreams: Empowering Youth from the Civil Rights Crusade to STEM Achievement*" will be available for sale and signing after the event. Child care will be provided upon request. For questions and child care requests, please contact Planning@columbiaassociation.org or 410-715-3166.

Improving Our Community for those who Bicycle and Walk

CA and the Office of Transportation for Howard County are partnering for the third annual Bicycle and Pedestrian Counts Program. We are seeking [enthusiastic volunteers](#) to help count the number of pedestrians and cyclists on CA pathways and County on-street locations. Counting will take place between **May 28 and June 4** in the following locations: Downtown Columbia, Columbia Gateway, Jackson Pond, Lake Elkhorn, Lake Kittamaqundi, Wilde Lake Park, the southern terminus of Tamar Drive, Patuxent Branch Trail (Pratt Bridge near Guilford Rd), Harper's Farm Road bridge, Columbia Road bridge, Cedar Lane bridge and Route 1 (Montgomery Road intersection). We hope Board members and others will help publicize our volunteer drive. **Volunteer registration is open through Friday, April 29** to allow for scheduling. The earlier volunteers register, the more likely they are to get the count locations they desire! Access the registration form at <http://bit.ly/count2016>.

CA participated in a press conference on April 22 where County Executive Kittleman announced that the county would be moving ahead with a pilot bikeshare program for Downtown Columbia and nearby areas. CA co-funded the feasibility study that recommended this pilot approach and CA is one of a number of community partners that will help fund the start-up of the pilot project.

CA's Director of Planning and Community Affairs testified at the County Council public hearing on BikeHoward, the bike master plan, and urged the council to approve the plan and include the planned

Downtown to Patuxent Branch Trail greenway extension, the number one priority in CA's Connecting Columbia Plan. Staff also attended the follow-on council work session. The council approved the plan, including the greenway alignment. Staff also testified at the council's capital budget hearing in support of the greenway alignment.

Long Reach

Staff is participating in a Howard County Government-led work group to discuss the possibility of applying for a Sustainable Communities designation for the Long Reach Village Center. Such a designation would make the area eligible for several state programs and financial resources, such as Community Legacy and Neighborhood BusinessWorks. The Sustainable Communities grant application is due in June.

Community Services

School Age Services

School Age Services received a check for \$500 from the Maryland State Department of Education (MSDE) to continue our participation in the Quality Improvement Rating system.

Volunteer Center Serving Howard County

Volunteer Center Serving Howard County now has a presence on HoCoVolunteer.org, a county website that recruits and registers volunteers for county agencies only, as a source for community volunteer opportunities.

Youth and Teen Center

Attorneys from the Howard County State's Attorney's Office have joined the Chess Club partnership with the Youth and Teen Center (YTC) and the Howard County Police Department.

50th Birthday Celebration

The 50th Birthday website is undergoing an extensive update, shifting from an informational destination to one of participation and enhanced opportunity for interaction. To date, the refinements have been substantial and completion is expected within 30 days.

Communications and Marketing

April Publications

Upcoming golf season/Young Executive; tennis program; massage benefits for those with disease, disabilities; tailor your workout to achieve your goals; Columbia's dog-loving community, DogPark; how covenants protect Columbia homeowners.

Spring Activities Guide

The Spring Activities Guide was mailed mid-April.

Columbia Matters Radio and TV

Columbia, Maryland Children of the 70s
Columbia's Open Space and Pathway System
CA Partnership with Howard County for Bike Feasibility Study
Columbia DogPark
CA Welcome and Customer & Member Service Center

Promotional Themes

CA has broadcast advertising geared toward general membership and toward golf options running on various stations, including Comcast, Bravo, TBS, CNN, BET, HGTV, USA, Food Network, Nickelodeon, and ESPN, including during Orioles games in April and May and on ESPN 980 during the week of the Masters Tournament.

Press Activity

Four press releases were sent between March 10 and April 15. High profile coverage during that period included widespread television reporting on a child who was injured after a bicyclist collided with her at Lake Elkhorn; Capital News Service airing a video story on the Youth and Teen Center's Chess Club partnership with the Howard County Police Department; *Business Monthly* featuring Columbia Ice Rink in a cover story on youth hockey programs; and the *Columbia Flier* reporting on CA's proposed membership package restructuring.

Social Media

CA's March Facebook membership ad reached over 22,200 people, almost evenly divided between men and women. We are averaging 2,000 – 3,000 YouTube views each month.

Other

CA's April Activities Guide features the first ad of our next long-term campaign titled **Yay CA!** This theme will be carried over into all marketing materials and some communications throughout the next year and a half. The purpose of the campaign is to promote the value of CA to the business and residential community and to members.

Monthly Updates

Inner Arbor Plan and Organization

The next Inner Arbor Trust Board of Directors meeting is Monday, April 25, 2016.

Key Performance Indicators Dashboard

Please see the Key Performance Indicators Dashboard for 3rd Quarter FY 16 following this narrative.

Upcoming Events

School Age Services

School Age Services will partner with Camps for the Family Fun Night on Friday, May 6. The event will be held at all 20 After School locations, and is an opportunity for parents and siblings to participate in the after school program and receive information about the camps provided by CA.

Camps

Camps will have a Campfire Event at Lake Elkhorn on May 7 from 1-4pm. This is a free event for parents and campers to come and join our camp staff and participate in some camp activities. The event will have group games, arts and crafts, canoe rides, archery, and marshmallow roasts over a campfire.

Youth and Teen Center

On May 3, from 6:30 p.m. to 8:30 pm, the Youth and Teen Center (YTC), in partnership with the Jacaronda Center for Family and Youth Development, will present the second workshop of the Family Matters series entitled “*Summer Matters; Getting Your Child Through Summer without Learning Loss.*”

Columbia Art Center

On May 5-7, 2016, the Columbia Art Center will host the 2016 Congressional Youth Art Competition for the 3rd District of Maryland. More than 30 works created by high school students in four counties (Howard, Baltimore, Anne Arundel and Montgomery) plus Baltimore City will be exhibited in Columbia Art Center’s Main Gallery. An awards reception will be held on May 7, 2-4pm. Congressman John Sarbanes, 3rd District, will present the juror awards at 3pm. The artwork selected for the top award will be on display in the US Capitol Building for one year.

Columbia Community Exchange

Columbia Community Exchange (CCE) will host the “Spring into Organizing” workshop, featuring tips for home and workspace organization. This member-led event will occur on April 21, 7-8pm at The Barn.

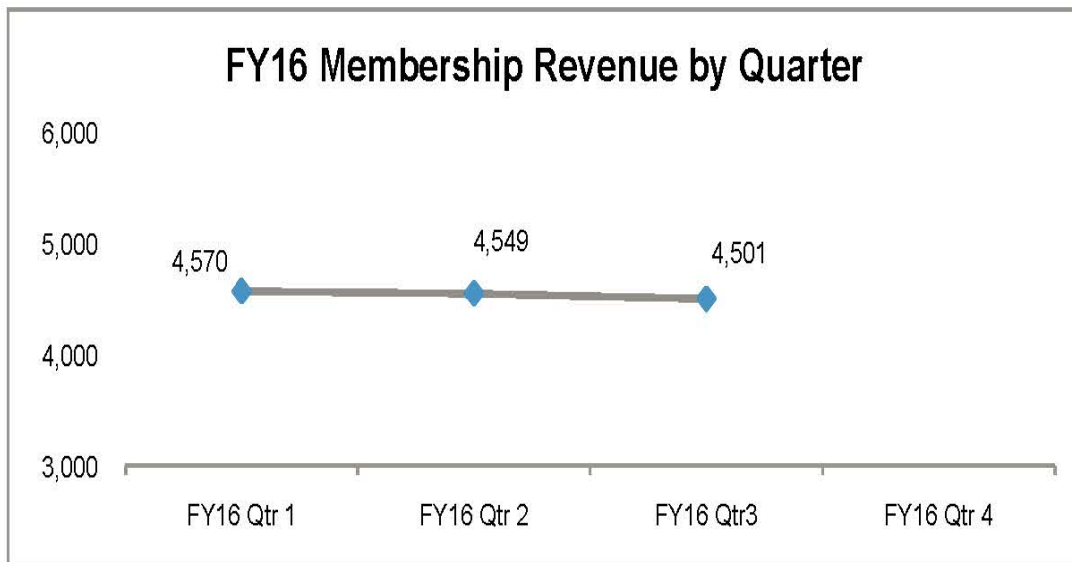
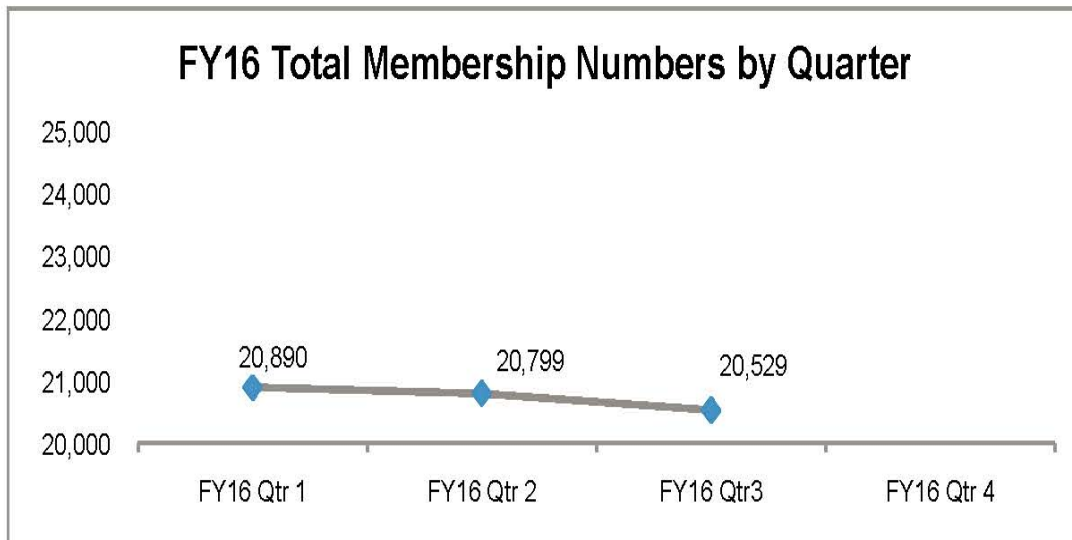


CA Board of Directors Dashboard

For FY16 Quarter 3

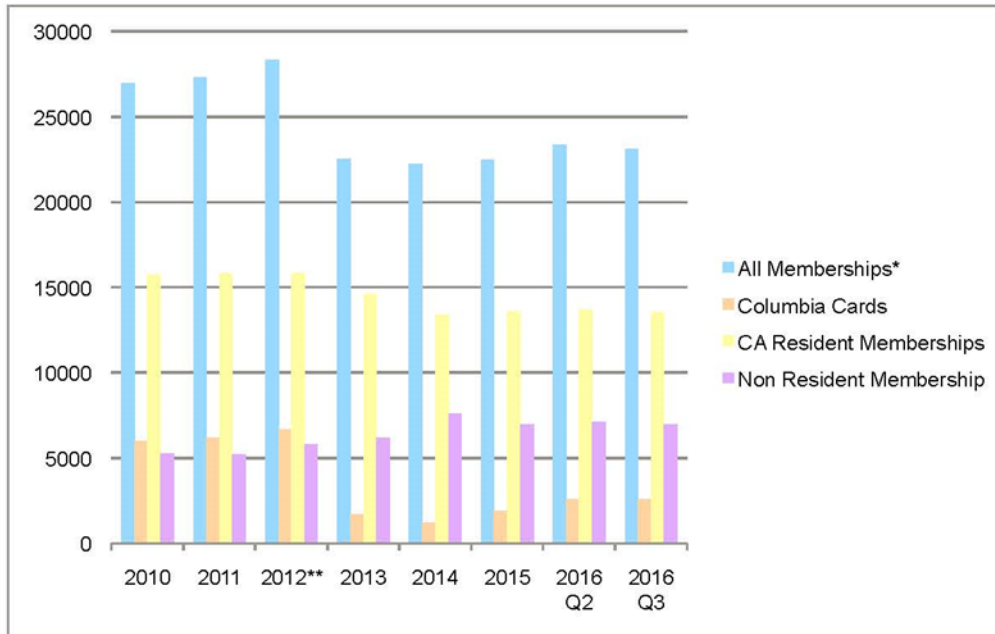
The financial information is reported annually. Updated financial information will be presented to the CA Board via the FY16 year-end financial report and the FY16 fourth quarter dashboard.

FY 16 Total Membership Numbers and Revenue for the Three Months Ending January 31, 2015



FY16 Q3 Detailed Membership Data

Fiscal Year	All Memberships*	Columbia Cards	CA Resident Memberships	Nonresident Membership
2010	26967	5979	15729	5259
2011	27301	6204	15862	5235
2012**	28300	6675	15832	5793
2013	22515	1714	14607	6194
2014	22224	1218	13392	7614
2015	22498	1903	13625	6970
2016 Q2	23363	2564	13695	7104
2016 Q3	23111	2582	13561	6968



*For FY12 and prior, the market share percentages include all memberships per housing units. Some housing units had more than one membership.

** During FY12, a decision was made to expire and re-verify the CA address of all Columbia cardholders. This change, (-4,961), resulted in a significant drop of total membership numbers in FY13.

Monthly Membership Numbers and Income Goal versus Actual

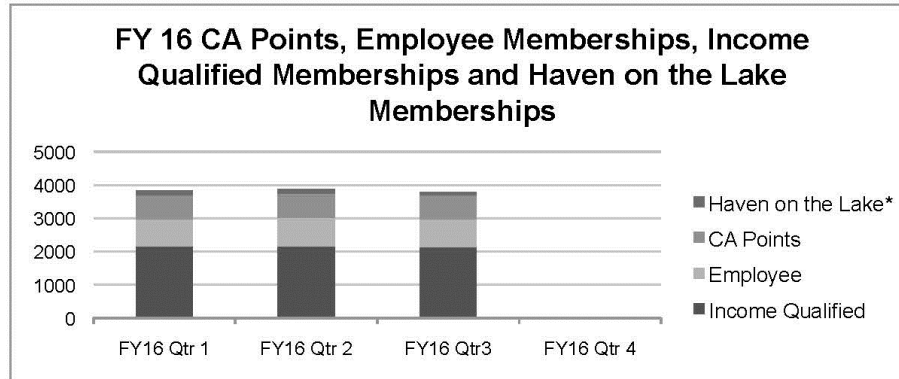
CA Memberships	May/15	Jun/15	Jul/2015	Aug/2015	Sep/15	Oct/15	Nov/15	Dec '15	Jan'16
Package Plan Plus	11085	11064	10752	10845	10753	10675	10605	10539	10410
Package Plan	5635	5843	5632	5707	5691	5703	5707	5710	5747
Tennis	167	169	163	167	179	179	174	179	182
Supreme Sports Club	490	497	472	490	473	478	484	481	488
Athletic Club	228	236	230	234	235	246	250	255	254
Columbia Gym	298	302	295	309	301	300	305	313	318
Swim Center/Outdoor Pools	2791	3049	2903	2942	2836	2756	2718	2684	2656
Hobbits Glen Annual/Weekday	176	177	169	171	166	164	161	163	160
Daily Golf & Fairway Hills	90	87	91	91	85	87	90	93	92
Women's Gym	10	10	10	10	10	9	9	8	8
Total Memberships (not incl. Haven)	20970	21434	20717	20966	20729	20597	20503	20425	20315
Online Memberships	36	26	12	19	16	7	6	9	13
Monthly Goal (incl. Haven)	\$1,523,998	\$1,505,663	\$1,521,436	\$1,530,358	\$1,532,039	\$1,551,357	\$1,504,288	\$1,505,365	\$1,521,246
Percent of Goal	98%	101%	99%	99%	98%	95%	98%	98%	97%
Monthly Revenue (incl. Haven- from monthly P&Ls)*	\$1,490,439	\$1,520,300	\$1,509,227	\$1,519,528	\$1,499,046	\$1,469,626	\$1,478,312	\$1,479,493	\$1,477,099
Haven Memberships	May/15	Jun/15	Jul/2015	Aug/2015	Sep/15	Oct/15	Nov/15	Dec '15	Jan'16
Refresh	1137	1191	1321	1290	1335	1431	1482	1479	1412
Revive	122	130	164	159	145	168	182	178	203
Restore	48	48	55	55	59	67	73	69	62
Rejuvenate	31	32	37	34	34	39	42	40	43
Total Haven Memberships	1,338	1,401	1,577	1,538	1,573	1,705	1,779	1,766	1,720
Monthly Revenue (from P&Ls)	\$33,998	\$33,560	\$35,252	\$36,380	\$37,227	\$38,536	\$41,181	\$41,728	\$37,634

* Does not include other sales income that is included in Membership Revenue per quarter number.

FY 16 Haven on the Lake Income Budget vs. Actual

	Haven Income Budgeted	Haven Income Actual	Variance	Variance %
FY 16 Q1	\$99,000	\$103,000	\$4,000	4.0%
FY 16 Q2	\$198,000	\$215,000	\$17,000	8.6%
FY 16 Q3	\$297,000	\$335,422	\$38,422	12.9%

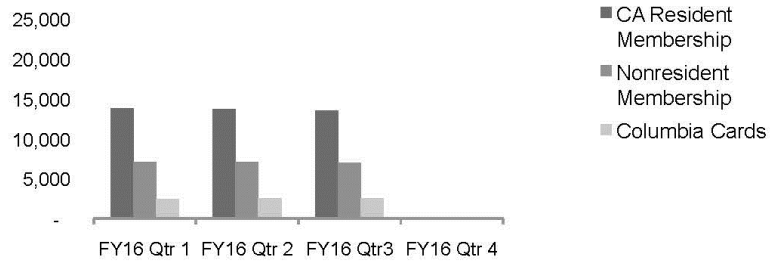
**FY16 CA Points, Employee Memberships, Income Qualified Memberships
and Haven on the Lake Memberships**



FY16	Income Qualified	Employee	CA Points	Haven on the Lake*
FY16 Qtr 1	2,163	822	723	117
FY16 Qtr 2	2,158	867	723	119
FY16 Qtr3	2,133	855	723	89
FY16 Qtr 4				

*89 complimentary Haven on the Lake memberships were given former and current Reformer Pilates participants and as giveaways/prizes. This offer was extended until June 2016 for former and current Reformer Pilates participants due to the pending decision regarding implementation of proposed rate changes for Haven on the Lake that was made after their renewal date. The number drop due to removing Wellness Council members that no longer receive a complimentary Haven membership and a clean-up of Reformer Pilates participants to only include those that have actively purchased Reformer Pilates sessions.

**Detailed Membership Data
(CA Resident/Nonresident and Columbia
Cards) by Quarter**



FY16	CA Resident Membership	Non Resident Membership	Total Memberships*	Columbia Cards
FY16 Qtr 1	13,779	7,111	20,890	2,427
FY16 Qtr 2	13,695	7,104	20,799	2,564
FY16 Qtr3	13,561	6,968	20,529	2,582
FY16 Qtr 4				

FY 16 Membership Plan Detail

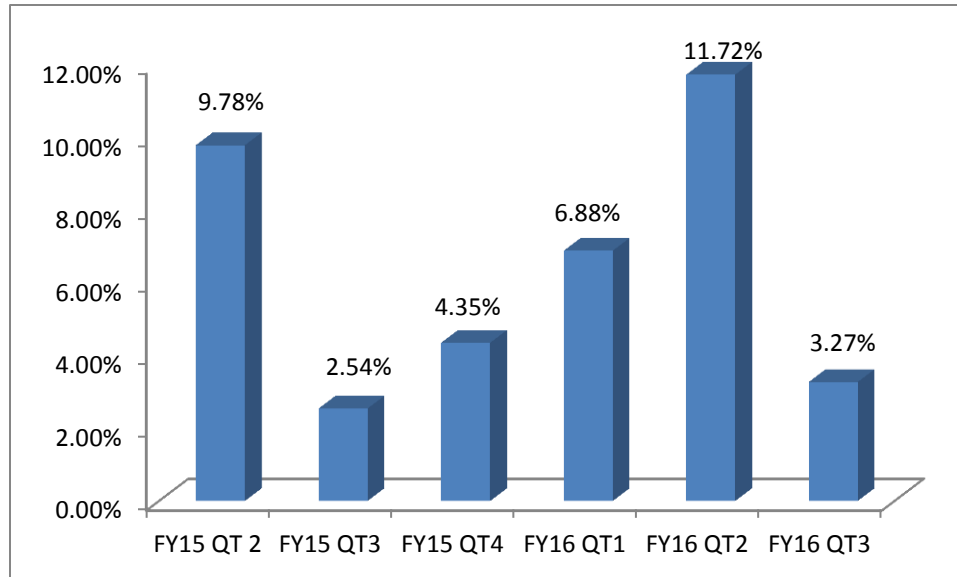
	Number of Memberships FY 16					Incr/(Decr) FY16 Qtr 2 to FY16 Qtr 3
	FY 15 Year End Numbers	FY 16 Qtr 1	FY 16 Qtr 2	FY 16 Qtr 3	FY16 Qtr 4	
Package Plan/Plus	16,513	16,384	16,378	16,157		(221)
Outdoor Pool/Swim Center	2,518	2,903	2,756	2,656		(100)
Supreme Sports Club	470	472	478	488		10
Columbia Gym	293	295	300	318		18
Athletic Club	224	230	246	254		8
Golf (Daily- HG and FH)	263	260	251	252		1
Tennis	157	163	179	182		3
Womens Gym	10	10	9	8		(1)
Haven on the Lake*	147	173	202	214		12
Total Memberships	20,595	20,890	20,799	20,529	-	(270)
Columbia Cards	1,903	2,427	2,564	2,582	-	18

The decrease in membership units is attributed to the lower number of new Package Plan/Package Plan Plus memberships sold versus prior year and the continuation of a slight decrease in Outdoor Pool/Swim Center membership corresponding with the end of the summer season.

*To avoid overstating the total number of existing memberships, 1,506 Haven on the Lake memberships which are attached to existing Package Plan Plus memberships have not been included in this detail.

Team Member Turnover by Quarter FY2015 and FY2016

Full-Time, Part Time and Temporary Team Members*



Increased turnover in quarter 2 is expected, due to team members returning to school and end of assignments for camps' staff and other outdoor staff.

** Outdoor pool staff is excluded*

Environmental Footprint:

Quarterly Performance Comparison

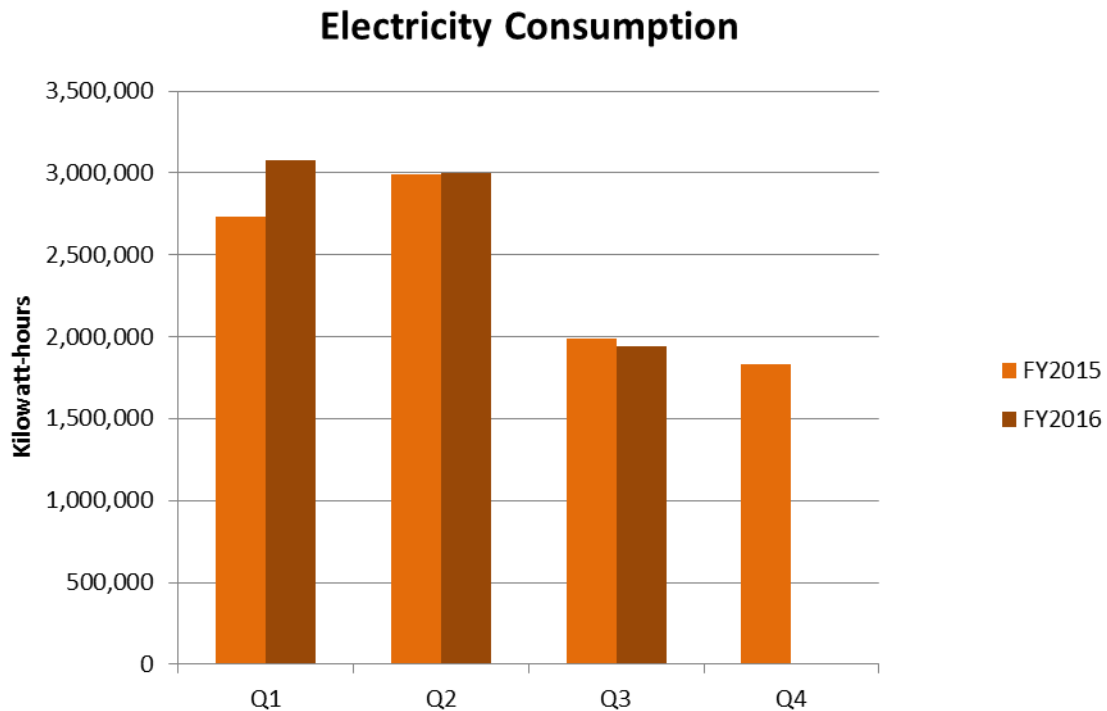
This section provides metrics associated with CA's environmental footprint. The environmental footprint categories consist primarily of energy related data (facility and fleet). For these categories, performance in Q1, Q2, Q3, and Q4 for Fiscal Year 2015 is compared with Q1, Q2, and Q3 activity in Fiscal Year 2016.

**Please note that the information presented in this section is based on best available data with technical assumptions made as needed to complete the analysis. As more information becomes available and data gaps are filled these numbers may change slightly.*

Energy

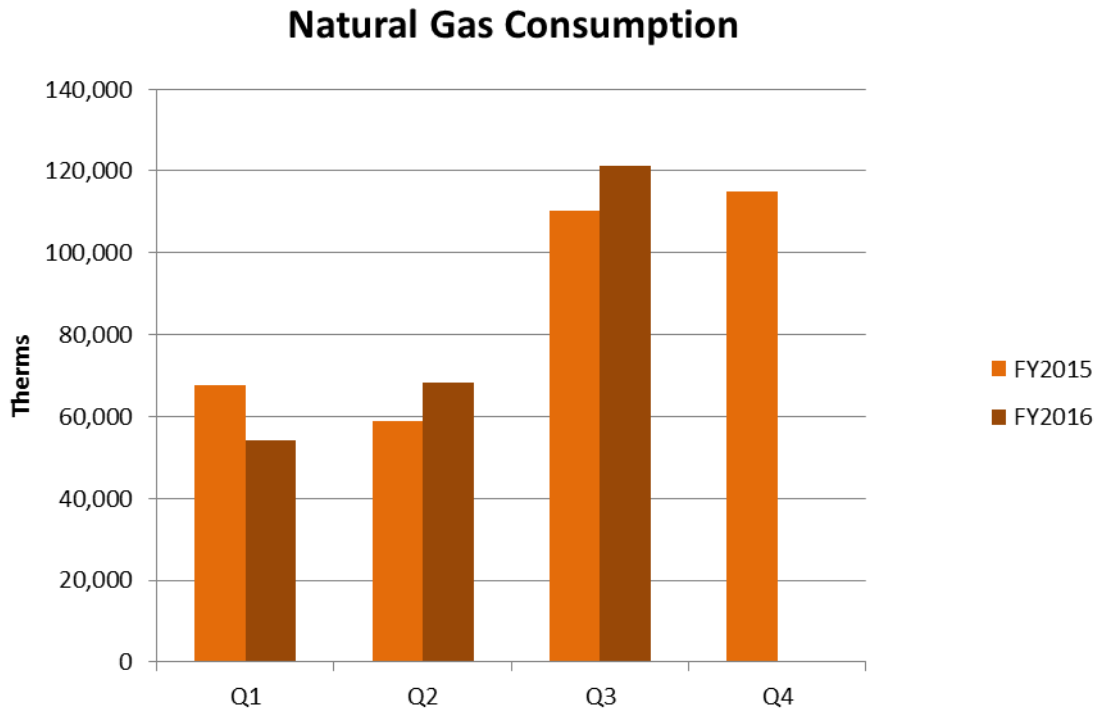
This category contains information associated with CA's energy generation and usage for facility and fleet operations. CA staff compiled energy generation and consumption information using various data sources, such as utility bills and fuel consumption information, for this quarterly comparison between FY2015 and FY2016.

Electricity Consumption



The above figure presents quarterly electricity consumption for FY2015 and the first three quarters of FY2016. Electricity consumption in Q3 FY2016 decreased 2 percent compared with FY2015 consumption. This decrease is due in part to lighting and energy efficiency upgrades made throughout CA facilities. Cooling demand in Q3 FY2016 was significantly greater than in Q3 FY2015, which may explain the slight decrease in electricity consumption despite multiple facility upgrades.

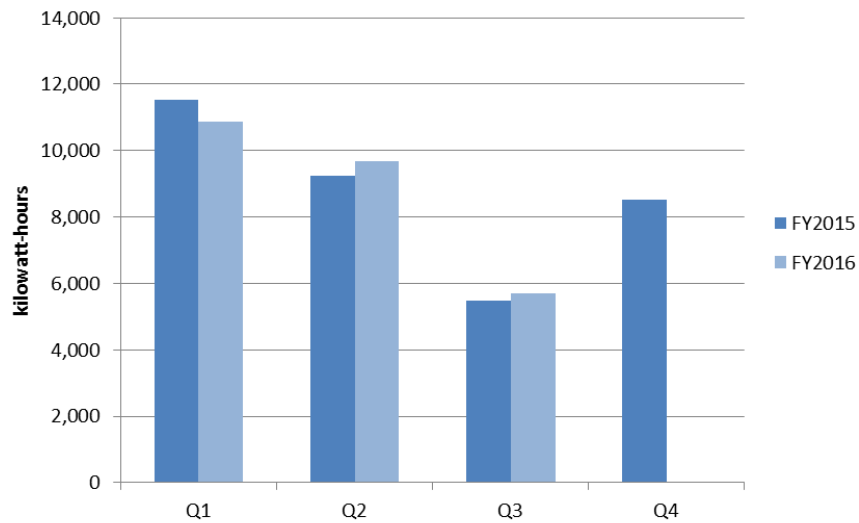
Natural Gas Consumption



CA's consumption of natural gas was approximately 9 percent greater in Q3 FY2016 relative to Q3 FY2015. The heating demand was 21 percent in Q3 FY2016 compared to Q3 FY2015. CA converted the equipment in certain facilities from electricity to gas consumption for water heating, which would have increased the overall gas demand.

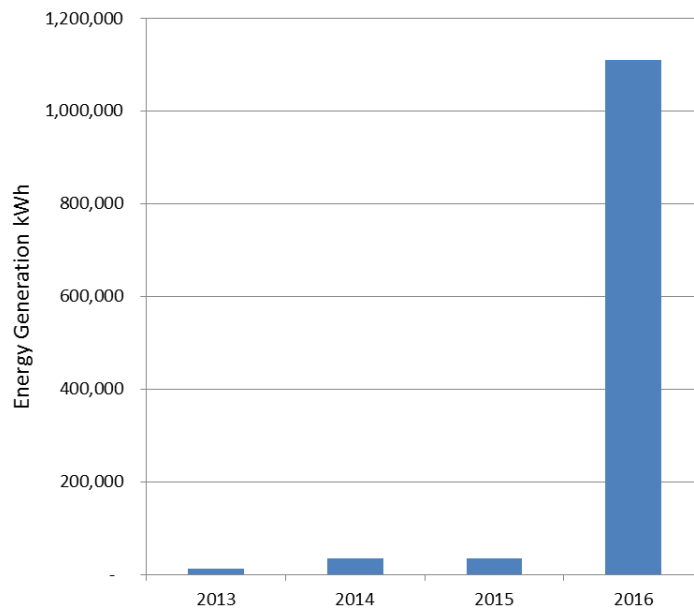
Renewable Energy Generation

On-Site Renewable Energy Generation



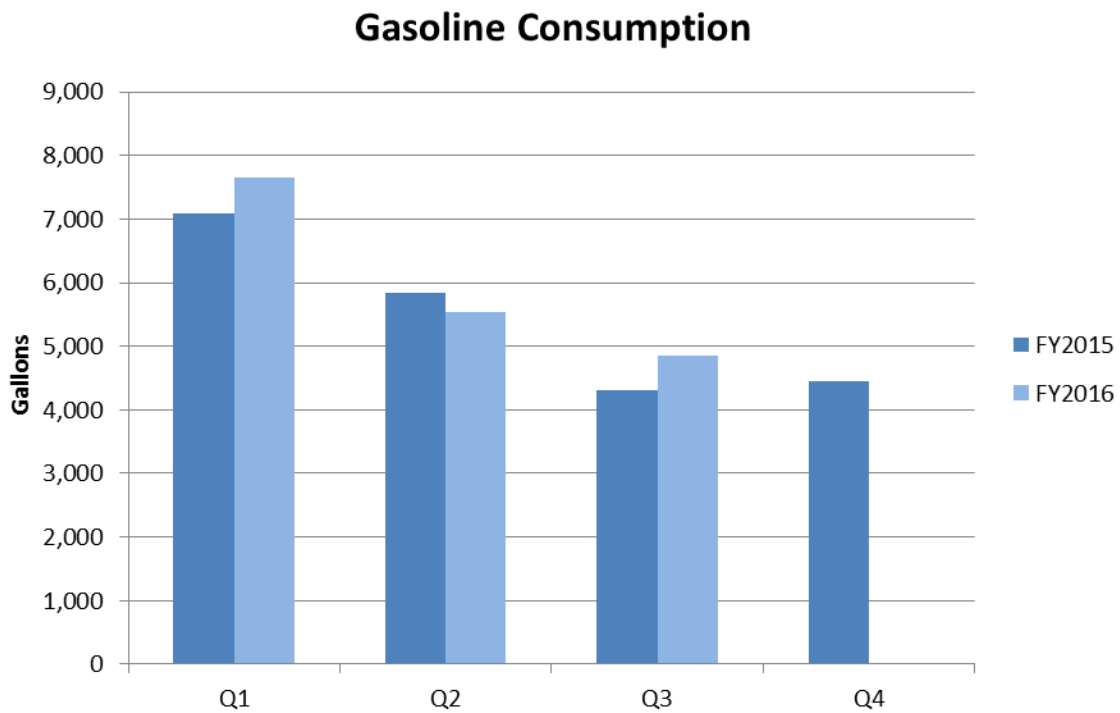
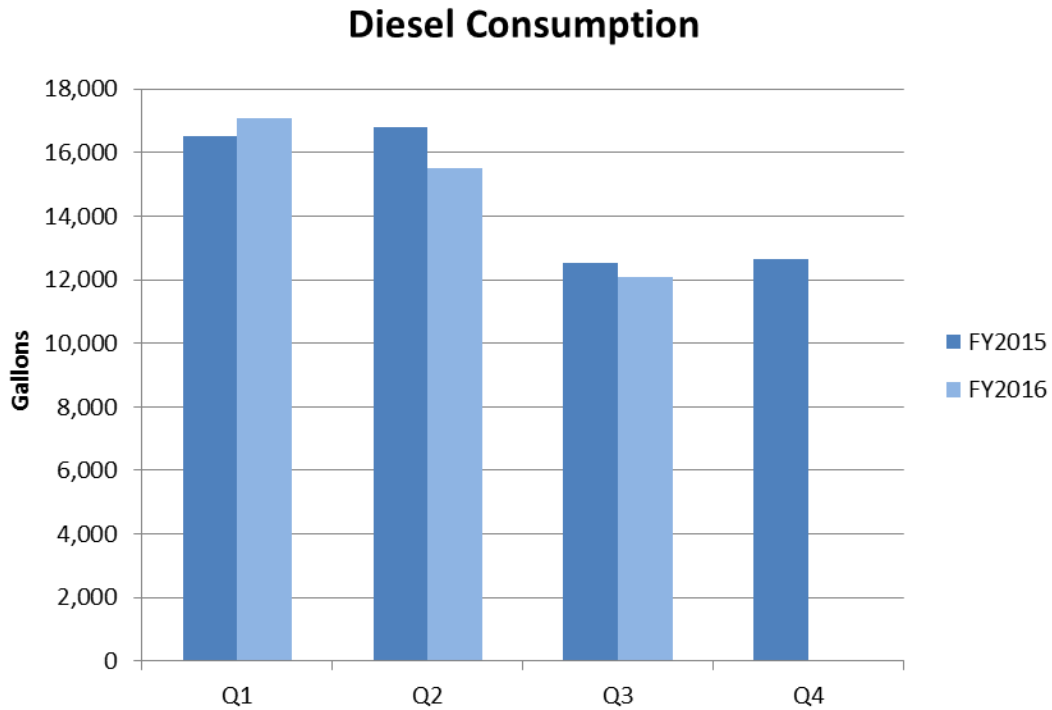
CA's on-site renewable energy systems at Amherst House and River Hill generated about 25,000 kWh of clean power in FY2016 to date; this is more than the total annual electricity consumption of four average family homes. Energy generation in Q3 FY2016 is four percent greater than in Q3 FY2015 when only considering the solar generation at Amherst House and River Hill.

FY 2013-2016 Solar Energy Generation



Please note that starting in Q2 FY2016 power was generated from the Nixon Solar Farm, which significantly increased the amount of renewable energy generated. Annual generation at this facility is approximately 2,500,000 kWh per year or a seventy-fold increase, and accounts for nearly 25 percent of CA's total annual electricity consumption.

Fleet Fuel Consumption

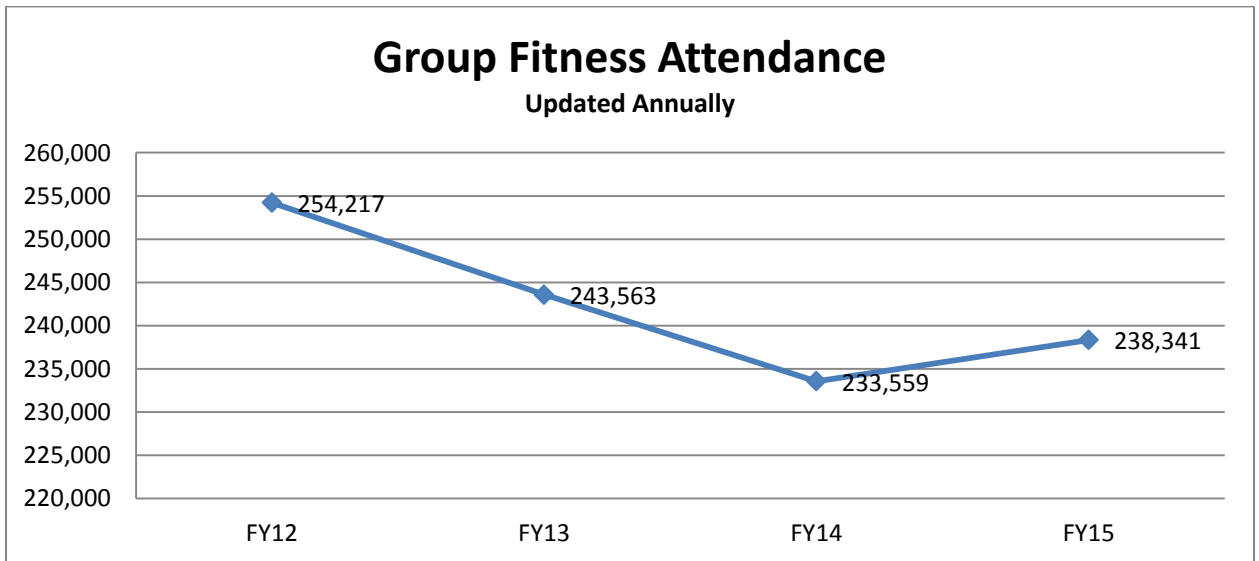
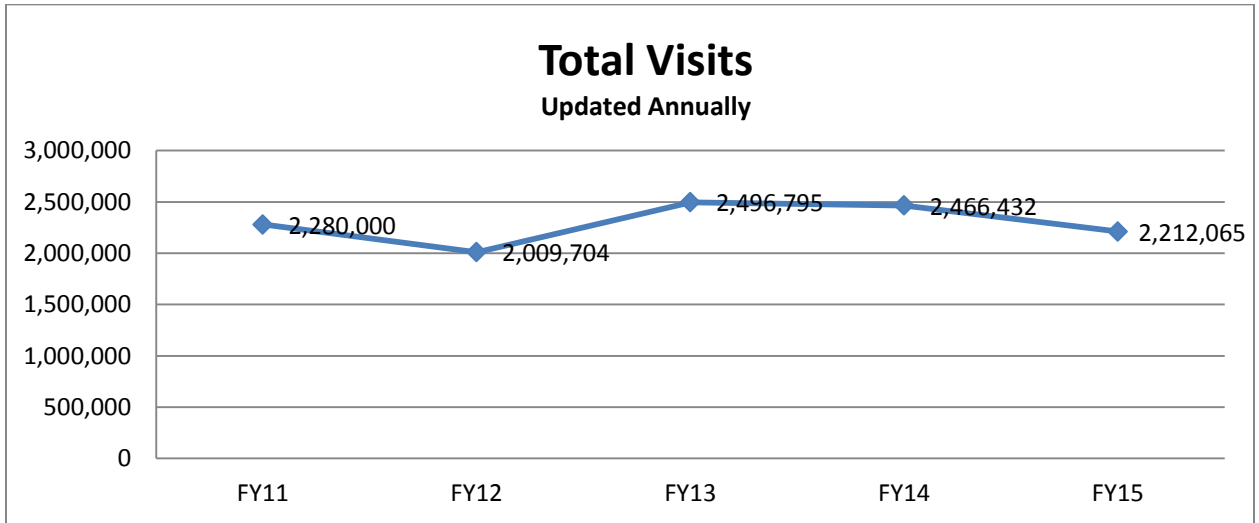


CA's diesel consumption during Q3 FY2016 decreased slightly, while gasoline consumption increased compared to Q3 FY2015. The reason for these fuel consumption trends will be evaluated as the year progresses to continue the decreasing trend of fuel usage.

Other Categories

CA is actively tracking data associated with Water Consumption, Waste Management, and Outdoor Environmental Quality. At this time the various metrics (e.g., tons of waste landfilled) are not available for formal quarterly comparison of FY2015 and FY2016.

Sport & Fitness

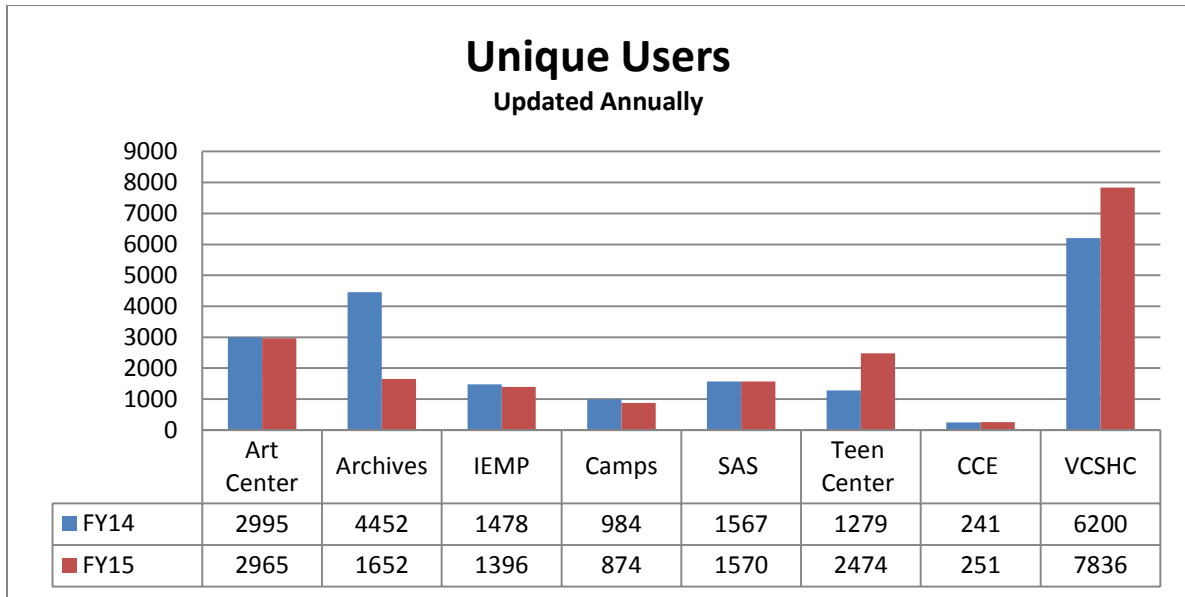


Communications and Marketing

Next update available May 1, 2016

CA Website	Apr/15	May/15	Jun/15	Jul/15	Aug/15	Sep/15	Oct/15
ColumbiaAssociation.org							
Visits (Total visits the site received)	67,303	88,598	107,011	103,669	92,340	63,959	50,319
from new visitors	34,192	46,480	53,917	50,728	43,899	30,090	24,395
from returning visitors	33,111	42,118	53,094	52,941	48,441	33,869	25,924
Unique Visitors	43,743	59,081	69,583	66,502	59,283	132,617	108,979
Page Views	186,980	239,337	274,271	260,841	229,171	167,751	135,321
average time on site (minutes)	2:18	2:16	2:10	2:06	2.00	2:04	2.05

Community Services

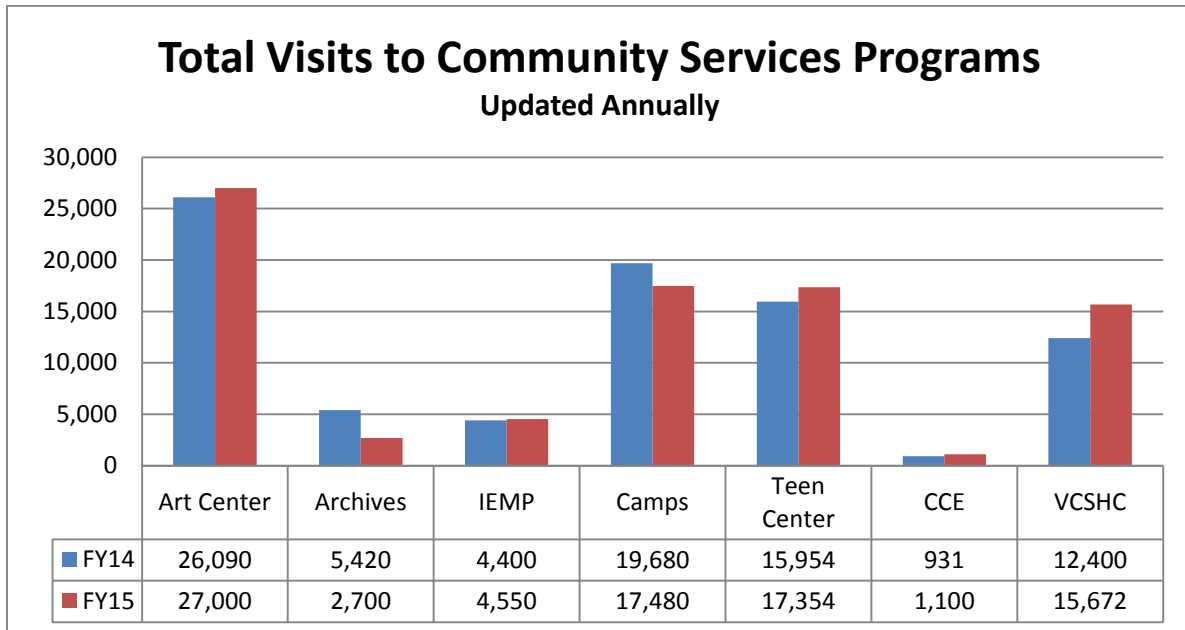


IEMP - International Exchange and Multicultural Programs

SAS- School Age Services

CCE - Columbia Community Exchange

VCSHC - Volunteer Center Serving Howard County



School Age Services Total Visits

FY14 352,900 FY15 353,402



Board Operations Committee

Annual Report – FY 2016

The FY 2016 Board Operation Committee was composed of Dick Boulton (External Relations Committee), Andrew Stack (Planning and Strategy Committee-first six months), Chao Wu (Planning and Strategy Committee-second six months) Reginald Avery (Strategic Implementation Committee), and Milton W. Matthews (President/CEO). Jeanne Ketley chaired the Committee for the first six months of the fiscal year and Andrew Stack chaired the Committee for the second six months of the fiscal year.

Accomplishments

- ✓ Developed Board meeting and work session agendas each month.
- ✓ Approved the FY 2017 BOD Orientation, Organization, and Training Calendar.
- ✓ Oversaw the President/CEO's Mid-Year and Annual Evaluation Process.
- ✓ Approved a simplified form for the President/CEO's annual evaluation.
- ✓ Discussed and revised the election process for the Chair and Vice Chair of the Board of Directors, and sent it to the BOD for final approval.
- ✓ Considered the possibility of a change to the Board governance structure and referred it to the Board of Directors for further discussion.
- ✓ Discussed the development of a work plan for the Board of Directors for calendar year 2016 and referred it to the Planning and Strategy Committee for further action.
- ✓ Reviewed suggested guidelines for CA Board Members serving as representatives on the Inner Arbor Trust Board of Directors and referred this topic to the Board of Directors for further discussion.
- ✓ Reviewed updates to the Ethics, Conflicts of Interest, and Whistleblower policies and sent them to the Board of Directors.

Standing Agenda Items & Agenda Items initiated in FY 2016 but not yet fully addressed

- ✓ Develop Board work session and meeting agendas each month.
- ✓ Oversight of development of President/CEO's FY 2017 Goals.
- ✓ Oversight of the process for both the six-month and annual review of the President/CEO's performance.
- ✓ Recommend which minutes from the Board/Committee closed meetings be approved by the Board of Directors for public release.



AUDIT COMMITTEE

Annual Report FY 2016

The Audit Committee was composed of Gregg Schwind (chair), Reginald Avery (vice chair), Chao Wu, James Young, and Edward Berman.

Accomplishments

- ✓ Reviewed and reauthorized the Audit Committee's Charter and the Office of Internal Audit's Mission Statement/Charter.
- ✓ Reviewed and approved the audit plan for FY16/FY17.
- ✓ Reviewed the Office of Internal Audit's progress, including annual metrics and compliance with professional auditing standards.
- ✓ Reviewed internal audit and consulting reports and monitored the status of unresolved findings/recommendations.
- ✓ Monitored the ethics hotline and status of any significant ethics complaints and investigations.
- ✓ Reviewed the following documents:
 - Unaudited quarterly financial statements (FY 15 4th quarter through FY 16 3rd quarter)
 - Quarterly Financial Reports (FY 15 4th quarter through FY 16 3rd quarter)
 - Audited financial statements of Columbia Association, Inc. (as of April 30, 2015) and of the Incentive Savings Plan (as of December 31, 2014)
- ✓ Met with the external auditors and reviewed the results of their audit and required communication under Generally Accepted Auditing Standards.
- ✓ Reviewed and recommended that the Board approve the fiscal year 2015 IRS Forms 990 (Return of Organization Exempt From Income Tax) and 990-T (Exempt Organization Business Income Tax Return).
- ✓ Reviewed the engagement letters from CohnReznick LLP for the FY16 independent audits and recommended to the Board of Directors their appointment as CA's external auditor.

Standing Agenda Items

- ✓ Review and approve the audit plan for FY17/FY18.
- ✓ Review the Office of Internal Audit's progress and accomplishments.
- ✓ Review the following documents:
 - Unaudited quarterly financial statements
 - Quarterly Financial Reports
 - Audited financial statements of Columbia Association, Inc. (as of April 30, 2016) and of the Incentive Savings Plan (as of December 31, 2015)
- ✓ Review and recommend that the Board approve the fiscal year 2016 IRS Forms 990 (Return of Organization Exempt From Income Tax) and 990-T (Exempt Organization Business Income Tax Return).

- ✓ Review the results of internal and external audits and investigations performed.
- ✓ Monitor the ethics hotline and the status of any significant ethics allegations and investigations.
- ✓ Recommend the appointment of an external audit firm for the fiscal year 2017 independent audits of Columbia Association, Inc. and the Incentive Savings Plan's financial statements.

CA External Relations Committee

Annual Report – FY 2016

The FY 2016 External Relations Committee was comprised of Dick Boulton (Chair), Alan Klein, and Brian Dunn.

Accomplishments

1. Recommended to the Board that CA present testimony to the Howard County Planning Board at a Public Hearing in opposition to direct access to and from Snowden River Parkway for a proposed gas station. (Presented 9/17/15)
2. Requested that a schedule be created for Board representation and visits to CA Advisory Committees. (Schedule was created/posted 9/24/2015 and Board members signed-up to visit particular advisory committees.)
3. Hosted four Stakeholder Dinners with 1) Howard County State Delegation, Howard County Executive , and Howard County Council; 2) the Directors of the League of Women Voters of Howard County and the Howard County Citizens Association; 3) Village Board Chairs and Village Managers; and 4) Executive Committee of the Howard County Chamber of Commerce.
4. Recommended that the Board accept a revised version of CA's Sponsorship Policy. (Approved 10/22/2015)
5. Recommended that the Board approve a new Sister City relationship with Cap-Haitien, Haiti. (Approved 1/16/2016)
6. Recommended that the Board oppose the repeal of the Howard County Stormwater Utility Fee. (Approved 2/11/16)

Standing Agenda Items & Agenda Items Initiated in FY 2016 but not yet fully addressed

1. Further discussion and next steps related to the carillon bells.
2. Continue to grow strategic relationships with community partners, such as Howard County government, Howard Community College, and Howard County General Hospital; and explore the possibility of relationships with community organizations and institutions.
3. Continue to build relationships with the various stakeholders in the community.
4. Develop a better process for the respective advisory committees to be truly "advisors" to the Board, including the discussion of strategic topics and ideas.

**Planning and Strategy Committee
Annual Report
FY 2016**

In FY 2016, Columbia Association's Board of Directors Planning and Strategy Committee (PSC) was, for the first half of the year, comprised of Andrew Stack, Chair; Nancy McCord; and Chao Wu. For the second six months of the year, Jeanne Ketley replaced Andrew Stack on the committee when Andrew assumed the position of Board Chair. Chao Wu became the chair of the committee in November. Throughout the year, Jane Dembner served as the Chief Staff Liaison to the committee. The PSC is accountable for designing and leading the Board's participation in CA strategic and operational planning, including budget preparation.

The following is the FY 2016 annual report that highlights progress made this year.

FY 17-18 Budget

The PSC was charged with reviewing and making recommendations to the Board on the proposed FY 17 and conditional FY 18 budget process; rates; and also with reviewing the proposed capital and operating budgets for FY 17 and 18. Beginning in June 2016, the PSC undertook the following items:

- Reviewed and made recommendations to the Board of Directors regarding the schedule and process for budget review and approval;
- Reviewed and recommended FY 17/18 capital and operating parameters;
- Reviewed and recommended the annual charge rate and cap for FY 17;
- Conducted the budget process including hosting the public budget meetings and budget work sessions;
- Reviewed and made recommendations regarding the FY 17 operating and capital budget, and
- Reviewed and made recommendations regarding the FY 18 conditional operating and capital budgets.

The process was completed on February 25, 2016 with Board's approval of the FY 17 operating and capital budgets, the approval of the FY 17 rates, and the approval of the conditional FY 18 operating and capital budgets.

Review CA's Membership Rate & Fee Structure

In the previous year, an independent study was commissioned to study CA membership rates and fees. CA released an RFP, received proposals, and selected the best qualified consultant for the study. The rate study was underway as FY 16 began and the consultants made two presentations to the committee and Board (in May and September). Based on these presentations and guidance from the Board, CA management, in December 2015, presented a summary of information gleaned from the consultant study and identified next steps. In March 2016, CA staff presented and the Board discussed a potential new membership structure at a Board work session and then again at the Board's March meeting. In April, the Board will be

reviewing CA management's recommendations for the new membership structure and pricing at its work session and Board meeting. It is anticipated that the Board will take action on these items by the end of FY 16.

Planning

Strategic Planning: CA staff distributed the FY 15 Strategic Plan Annual Progress Report to the Board in July. The PSC led a discussion of the report at its October meeting. At that meeting, the PSC recommended to the Board that it reactivate the Board's strategy making process. In January and February, the PSC developed a list of potential strategic issues for Board focus in the remainder of calendar year 2016. In March, the Board amended and approved two strategic issues for Board focus at its February. The two issues are (a) As Columbia approaches its 50th anniversary as a planned community, significant change and redevelopment is occurring in many areas including downtown and village centers as well as commercial, industrial and residential areas; and (b) Given the growing age diversity of our community, there is a need for CA to better understand how to connect with millennials and, more specifically, young adults, to enhance the attractiveness of Columbia for these residents. The Board also approved associated desired outcomes for the year.

New Town Zoning: The PSC and the Board continued to voice interest in and a desire for Howard County to begin the update of New Town zoning. In October, as part of CA's Community Building Speakers Series, CA hosted a public presentation by Don Elliott on "Best Zoning Practices for Large Planned Communities" to raise the issue of the need for the New Town zoning update and to learn about best practices in a public setting. The presentation was co-hosted by the Country Executive. Elliott's presentation and video are available at:
<https://www.columbiaassociation.org/events/community-building-speaker-series/best-zoning-practices-large-planned-communities/>

In addition, throughout the year, CA senior staff members have been in regular contact with the County Administration to express CA's interest in this item and also to reinforce CA as a key stakeholder in the update process. No New Town update timeline is yet available but we understand that the County anticipates that it will begin the update process in the coming months.

Other Items

In February, the PSC hosted a CA staff presentation on the village community associations and CA roles and provided a financial overview.



RISK MANAGEMENT COMMITTEE ANNUAL REPORT - FISCAL YEAR 2016

The Risk Management Committee was composed of Susan Krabbe (chair), Milton W. Matthews, Reginald Avery, Janet Evans, Gregg Schwind and resident Richard Shaw, Jr. The purpose of the Risk Management Committee is to oversee Columbia Association's general liability self-insurance program.

Accomplishments

- Monitored CA's General Liability Self Insurance Risk Program with quarterly meetings.
- Reviewed the Self Insurance Trust's financial statements each quarter.
- Reviewed the claims reports provided by the third party administrator, and recommended, and/or approved the recommended changes in the reserves and follow-up actions.

Standing Agenda Items & Agenda Items for FY 2017

- Continue the quarterly monitoring of CA's General Liability Self Insurance Risk Program, including reviewing the financial statements, claims reports and reserves.



STRATEGIC IMPLEMENTATION COMMITTEE ANNUAL REPORT - FISCAL YEAR 2016

In FY 2016, the Strategic Implementation Committee was comprised of Reginald Avery (chair), Janet Evans (vice-chair) and Gregg Schwind. Susan Krabbe served as chief staff liaison. The Strategic Implementation Committee is accountable for overseeing CA's operational performance and the updating of operational policies and systems.

Accomplishments

Easement Requests

- Recommended that the Board of Directors approve the following easement requests:
 - Howard County easement request, Kings Contrivance, Open Space Lot 282
 - Howard County easement request, Kings Contrivance, Open Space Lot 284
 - Easement agreements related to the Crescent Property
 - Land Swap, Columbia Association and HRD – Tennis Facility

Updates/Work Sessions/Discussions

- Hosted an update on the Swim Center
- Hosted an update on the long-term lake management plan and funding discussion for Wilde Lake

Capital

- Recommended the transfer of capital budget funds for the new headquarters
- Recommended the request to re-allocate FY 15 and FY 16 category II equipment purchase changes
- Recommended the Swim Center architectural/engineering capital funding request

General

- Monitored Key Performance Indicators Dashboard
- Monitored the Watershed Program
- Monitored CA's comprehensive sustainability plan efforts

Standing Agenda Items and Agenda Items initiated in FY16 but not completed by the end of FY 16

- Monitor Key Performance Indicators Dashboard
- Monitor Watershed Program progress
- Monitor lake water quality
- Monitor CA's Comprehensive Sustainability Plan efforts
- Friends of Bridge Columbia to present their responses to Howard County's report



April 14, 2016

To: Columbia Association Board of Directors
From: Jane Dembner, Director of Planning and Community Affairs
Subject: Appointments to the Architectural Resource Committee

In accordance with the Architectural Resource Committee Charter, request the following people be appointed to the Columbia Association's Architectural Resource Committee from May 1, 2016 to April 30, 2017.

Gordon MacPhee, Owen Brown Covenant Advisor

Eva Lambright, River Hill Covenant Advisor

Gracie Bradford, At large

Sheri Fanaroff, Columbia Association

Scott Templin, Columbia Association



April 22, 2016

To: Columbia Association Board of Directors
Milton W. Matthews, President/CEO

From: Dan Burns, Director of Sports and Fitness
Norma Heim, Director of Communications and Marketing
Susan Krabbe, Vice President and CFO

Subject: Recommendations for CA Recreation Plus Membership

Background

At the April, 14 2016 Board of Directors meeting, Staff presented proposed membership rate recommendations to accompany the proposed membership structure that was presented at the March 10 and 24, 2016 meetings. Resident Speak Out and subsequent Board discussion revolved around the perception that the proposal did not create adequate accommodations for a specific segment of our membership. The concern was that the Recreation membership and Fitness or AquaFit membership did not provide a reasonable membership option for those members over 65 years of age who only wanted to swim and to do so in pools that were sufficiently heated. The Board directed Staff to create a recommendation for a Recreation Plus membership for members age 65 or over that would include access to the pools at Columbia Athletic Club and Columbia Gym in addition to the options of the current proposed Recreation membership.

Information for Consideration

CA Members over age 65 Relevant to Discussion

Members Age 65 and over: 5,380

Members age 55-64: 7,172

Current 65 and Over Members*

	Resident			Non-Resident			All		
	Over 65	Total Members	%	Over 65	Total Members	%	Over 65	Total Members	%
Athletic Club	99	189	52.4%	54	128	42.2%	153	317	48.3%
Columbia Gym	37	263	14.1%	52	385	13.5%	89	648	13.7%
Package Plan (excl golf add ons)	1,079	12,132	8.9%	59	689	8.6%	1,138	12,821	8.9%
Outdoor Pools/SC	209	5,830	3.6%	61	3,142	1.9%	270	8,972	3.0%

*(individual counts – not membership counts
and does not include Package Plan Plus)

CA Member Visit Totals for Members Age 65 or Over (Oct 1, 2015 – April 15, 2016)

Athletic Club: 64,848

Columbia Gym: 23,923

Given the significant usage difference and availability of data, Staff focused the determination of impact analysis on the Columbia Athletic Club and the therapy pool.

Assumptions for Average Usage for Members Age 65 or Over

Average usage corresponds with CA and industry average of twice per week

Calculation of Unique Users Age 65 or Over at Columbia Athletic Club

(64,848 visits / 26 weeks) / 2 visits per member = 1,247 unique users

Calculation of Unique Users Age 65 or Over at Columbia Athletic Club that are Package Plan Members

1,247 * 40% (% of overall members that are PP vs PPP) = **499 Unique PP Member Users at Athletic Club age 65 or older**

Average Therapy Pool Usage (March 16, 2016 – April 15, 2016)*

*(Represents persons in the water as counted every 30 min., not unique users)

Monday – 90

Tuesday – 96

Wednesday – 95

Thursday – 89

Friday – 95

Saturday – 80

Sunday – 70

Average Daily Therapy Pool Usage – 88

Class Attendance for Therapy Pool

The average class attendance across the 13 classes per week at the therapy pool is 15.6 with a maximum capacity of 25.

Assumptions for Unique Users Estimate

Each member was in the water for .75 hours

Average usage corresponds with CA and industry average of twice per week

Average class participation was twice per week

Calculation of Unique Users

Unique Therapy Pool Users

(88 users * .75 hrs/visit) * 2 cycles (M/W/F or T/Th) = **132 unique users**

Unique Class Participants

(16 participants per class * 2 classes avg per day) * 2 two cycles (M/W/F or T/Th)
= **64 unique class participants**

Total Unique Therapy Pool Users Estimate

132 unique users + 64 unique class participants = **186 total unique users**

Budget Impact/Considerations

In developing the model for determining the budgetary impact of creating the Recreation Plus membership, we explored the potential movement from Recreation to Recreation Plus, Single Club (Fitness) to Recreation Plus and existing Package Plan (will transition to AquaFit) to Recreation Plus. Given the limited numbers of individuals 65 or over who have Single Club memberships and the incremental cost increase of the Recreation Plus over the proposed Recreation membership, we believe that there would be limited movement between these membership categories. We also believe that in the first year, members with the Package Plan Plus (proposed AquaFit) membership would not downgrade their membership to the Recreation Plus membership in light of the significant differences between what each of these memberships provides access to.

The assumptions that were made in arriving at the budget impact of the proposed Recreation Plus membership:

1. The proposed rate for the Recreation Plus membership is \$45 per month for residents.
2. Revenue from proposed Recreation upgrades and Single Club downgrades will offset each other.
3. Revenue changes resulting from Package Plan Plus membership downgrades will be negligible in the first year.
4. 20% of current Package Plan members age 65 and over will downgrade to Recreation Plus as opposed to staying in the proposed AquaFit memberships.

The budgetary impact for the first year of the Recreation Plus membership is projected to be \$17,000 in lost revenue, based on the first year phase-in pricing for current Package Plan members. Consideration has to be given to future impact of the

Recreation Plus membership following the Package Plan Plus trend and the possibility of more Package Plan members downgrading their membership but still using the full facility. Also worth noting is that a \$10 decrease in the membership rate will increase the lost annual revenue to \$61,000.

In future years we would anticipate the potential revenue loss to increase due to the growth of the 65 and over age group. We currently have 5,380 members age 65 or over and 7,172 age 55 to 64 who will be eligible for the Recreation Plus membership over the next decade.

Board Request

With consideration for the budgetary impacts discussed previously, the implementation of a Recreation Plus membership would be as follows:

1. Available to members age 65 and over
2. Member must have proposed Recreation membership to be eligible for Recreation Plus membership
3. Recreation Plus membership would be available as an individual-only membership
4. Recreation Plus membership would be managed in the same manner as the Haven on the Lake memberships with regards to SNG administration
5. Recreation Plus membership would be priced at \$45 per month (\$25 incremental increase over Recreation membership)

Recommendation

In an effort to minimize the budgetary impact of the Recreation Plus membership and keep the membership structure simple, but still offer access to the pools at the Columbia Gym and Athletic Club, Staff proposes to offer a package of visits in place of a membership. The implementation of the Senior Aqua Pass would be as follows:

1. Available to resident and non-resident members age 65 and over
2. Member must have Recreation membership to purchase and use passes
3. Passes would allow access to Columbia Gym or Athletic Club for pool use only

4. Member may purchase a 10-pack of passes for \$25 with no limitations on the number of uses per week but they will be limited to one visit per day

The Senior Aqua Pass would allow members access to the indoor pools on a pay-as-you-go basis without requiring the added expense of a permanent membership addition. By choosing the Aqua Pass, seniors who currently have the Outdoor Pools/Swim Center membership would have their current benefits through the Recreation membership and be able to access the Athletic Club and Columbia Gym pools when they wanted to, while only paying for the actual visits made to those two pools. This option eliminates the complication of an additional membership, and provides the requested benefits for which seniors would pay only if they were using them.



CA PROPOSED

MARCH 10, 2016

New Membership Structure

**Be responsive
to the
Columbia
marketplace!**

Purpose and Strategic Goals

Reposition CA memberships
to create value for stakeholders
at competitive rates

**Be highly
competitive!**

.....
Current reality: A 20+year old structure and declining membership trends
.....

“ ... to ascertain if the current membership structure and rates are effective
in expanding participation, capturing market share, maximizing revenue and
providing market competitive and flexible options for the user
community now and going forward ... ”

TAKEN FROM RFP ISSUED AT BOARD REQUEST

- **Deliver programs and services that meet stakeholders' expectations
and enhance the quality of life in Columbia**

- Continuously evaluate and adjust programs and services...
- Promote recreation, health, wellness...
- Create an exceptional customer service experience!
- Demonstrate the practices of a high-performing and responsive organization
- Continuously evaluate ... manage community expectations in regard to changes

TAKEN FROM CA'S STRATEGIC PLAN

**Create value
for all ages
and lifestyles!**

**Simplify
membership!**

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**Summary
and next
steps**

Study Methodology

Phase One

- Conducted in-depth interviews with key CA leadership team members and Board Members (seven in total).

Phase Two

- Moderated three focus groups with Members to explore sentiment regarding their club usage and behavior, lifestyle demands, and ideation of future revenue-generating opportunities for CA.

Phase Three

- Conducted site visits to each CA property, as well as clue scanning (onsite and online) among competitive clubs/properties within a five county radius of CA to collect intelligence on marketing, sales, branding, pricing, and general membership offerings.

Phase Four

- Conducted an online survey to collect both Member and Non-Member feedback. Members were asked about their perceptions of the CA experience, offerings that drive value, appeal of various membership offerings and price sensitivities. A total of 1,507 responses were collected providing statistical validity at 95% +/- 1.54%.

Phase Five

- Analysis and benchmarking of revenue and member behavioral metrics.

Employee and Leadership Perspectives*

Perceived barriers and challenges to implementing a new membership and pricing structure

#	Barriers and/or Challenge to Change
1	A legacy culture that has always tried to be everything to everyone rather than focusing on a core set of initiatives that best serves the needs of the majority of the residents.
2	Legacy/tenured staff who say, "We have always done it this way and it works." A complacency to change among tenured staff at the corporate and club level.
3	Board directives grounded in reactionary decisions influenced by a small vocal minority rather than looking at strategic directives based on the larger voice of the entire Columbia membership audience.
4	Legacy thinking that is unbalanced and grounded too heavily in the social directive of the Association's mission rather than using a balanced scorecard approach that weights decision making based on the social and for-profit aspects of the business necessary to achieve the Association's vision and mission.
5	Internal legacy systems (software, policies and procedures) that will require work to change
6	A highly vocal group of long-time residents who prefer not to see any change; who are comfortable with the ways things are presently.

* Analysis derived from leadership in-depth interviews

Strengths

Affluent, Older and Educated Membership

- Members may have more discretionary income to spend (50% of respondents have Household Incomes exceeding \$100,000 annually).
- Members are also older than the surrounding community (approximately 64% are over the age of 45 compared to only 39% for Howard County).
- Members are highly educated with nearly 87% having a four-year degree and 55% a post-graduate degree.

Members are Active Users of Fitness and Sports

- Over 50% of members use the facilities more than 2x a week, while 31% use the facilities at least 3x a week.
- Athletic facilities generate approximately half of the total CA visits.
- PPP generates over 70% of all visits, but represent 60% of memberships.

Low Satisfaction, Yet High Renewal

- The CA experience receives moderately low satisfaction scores with the overall scores being negative.
- Intentions to renew is strong possibly due to contractual obligations, low-cost memberships, or simply the convenience of CA facility locations.

Three Assets Generate High Value Perceptions

- Athletic facilities
- Indoor/Outdoor Pools
- Bike Paths and Trails

Strong Tennis non-dues Revenue

- CA generates just over \$37,000 annually per court.
- Industry averages between \$25,000 to \$50,000 annually per court.

Weaknesses

Moderately Low Satisfaction

- Majority of members rated their CA experiences within an acceptable range of performance, but not strong or great.
- Moderate performance indicates an opportunity to create stronger value perceptions, especially before initiating changes in membership

Emotional Connectedness

- There is a considerable lack of emotional connectedness with over 40% of members indicating they do not have an emotional bond with CA.
- There's a large contingency (37%) who do not feel CA has a strong, positive reputation.
- There is extremely low pride associated with the CA membership, with well over 50% indicating they don't take pride in belonging to CA.

Value Perceptions

- Value perceptions are moderate at best with over a third of the members expressing discontent.
- These low value perceptions may have a significant impact on the Association's ability to generate future revenue if not resolved first.

Athletic Facility Non-Dues Revenue

- CA underperforms when compared to the industry average.
- CA clubs capture only 33% to 45% of the typical health/fitness club.
- Examples of non-dues revenue include personal training, small group training and Pilates private training

Flexible and Convenient Access

- Younger families and working adults are terribly time squeezed.
- CA experience does not accommodate the needs of those with a lifestyle that requires more flexible access to services.
- For example, group exercise classes are not readily available in the evening or weekends.

Opportunities

Services to Accommodate Younger Generations and their Families

- The membership base is presently skewed toward those over the age of 45 leaving an opportunity to serve those 25 to 44.
- Individuals in this market tend to be married with nearly 40% having children at home.

Value Creation to Address Lifestyle Needs

- Offer membership with exclusive access to the three athletic facilities.
- Offer a membership specific for pools and sport/skate park.
- Other services that provide strong appeal are complimentary guest passes, access to group exercise classes, treadmills without upgrade, online class registration, and free trial to premium group exercise classes.

Premium Pricing for Access

- Members are willing to pay a premium for access to unlimited group exercise classes at the three athletic facilities and Haven on the Lake.
- The price point members are willing to pay for access to unlimited classes is actually more than the average price point paid for a PPP membership.

Simplify Membership

- Membership packages and corresponding pricing need to be simplified (over 200 presently).
- Members prefer to customize their membership experience (select the offerings they desire) rather than being forced to purchase a bundle.
- Members prefer not to have long-term contracts and pricing.

Streamline the Sales Process

- Members voice discontent with the membership sales process.
- The sales process should include greater conveniences for accessing information and conducting business (e.g., online systems and decentralized sales locations).

Athletic Non-Dues Revenue

- Athletic facilities can be more productive at generating non-dues revenues, particularly in one-on-one personal training and small group training.
- Comparisons to industry benchmarks indicates revenues from these areas could easily be doubled.

Threats

Low Price Sensitivity

- Members and residents prefer lower pricing options, however, will pay more for classes and experiences that meet their needs.
- Optimal price points are similar to the prices already paid for some existing memberships.
- Non-members prefer lower price points than members across the various membership offerings.

Golf and Athletics are Priced Above Market

- CA's pricing for its golf properties, in particular Hobbits Glenn are well above those of the competition.
- CA's pricing for its athletic facilities is higher than the competition, especially when factoring in the additional cost members must pay to access group exercise classes through the purchase of PPP.

Members have Dual Memberships

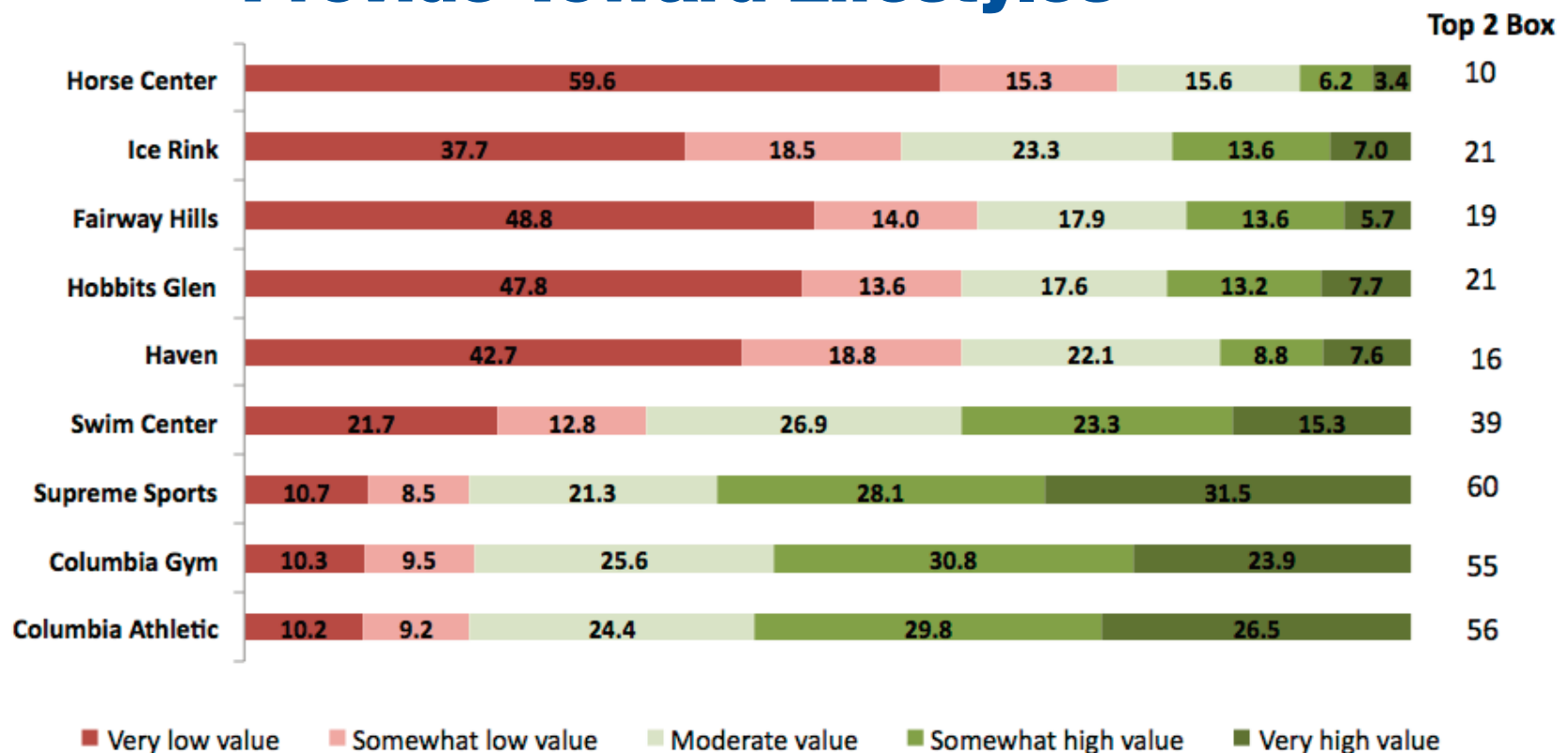
- Dual memberships with competitive clubs is prevalent.
- Nearly one-fourth of respondents have memberships at other facilities.
- Most frequently mentioned include Lifetime Fitness, the YMCA, local yoga/barre/Pilate studios, Planet Fitness and Gold's.
- Yoga is the largest specific need being fulfilled by competitors.

Low Emotional Connectedness

- Approximately 40% of members indicate they have no emotional bond with CA (overall scores for emotional connectedness were highly negative).
- Emotional connectedness has been shown to provide a significant lift in consumer spending and repeat business, in many instances as much as a 50% increase in spend and repeat visits.

Among the various facility offerings that CA has, the three athletic clubs are considered the most influential when it comes to providing value to members' lifestyles. After the three athletic clubs, the swim center garners the most influence. Hobbit's Glen and the Ice rink, while not among the top four drivers of value, do have a strong influence among a select group of members.

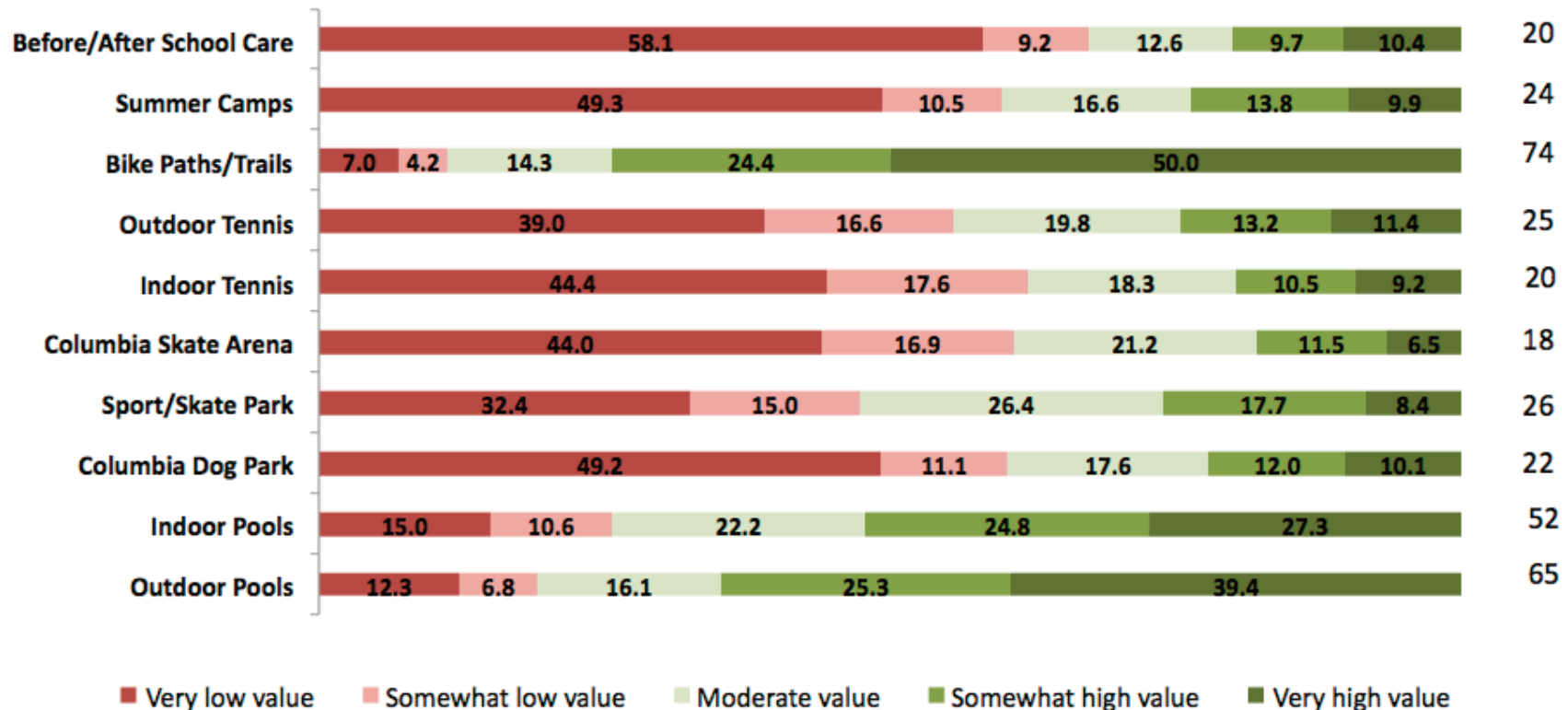
The Value CA Facilities Provide Toward Lifestyles



When members are asked about the various services that CA offers and the value each provides towards enriching their lifestyle, the pools and bike paths clearly are important to a much broader segment of the community.

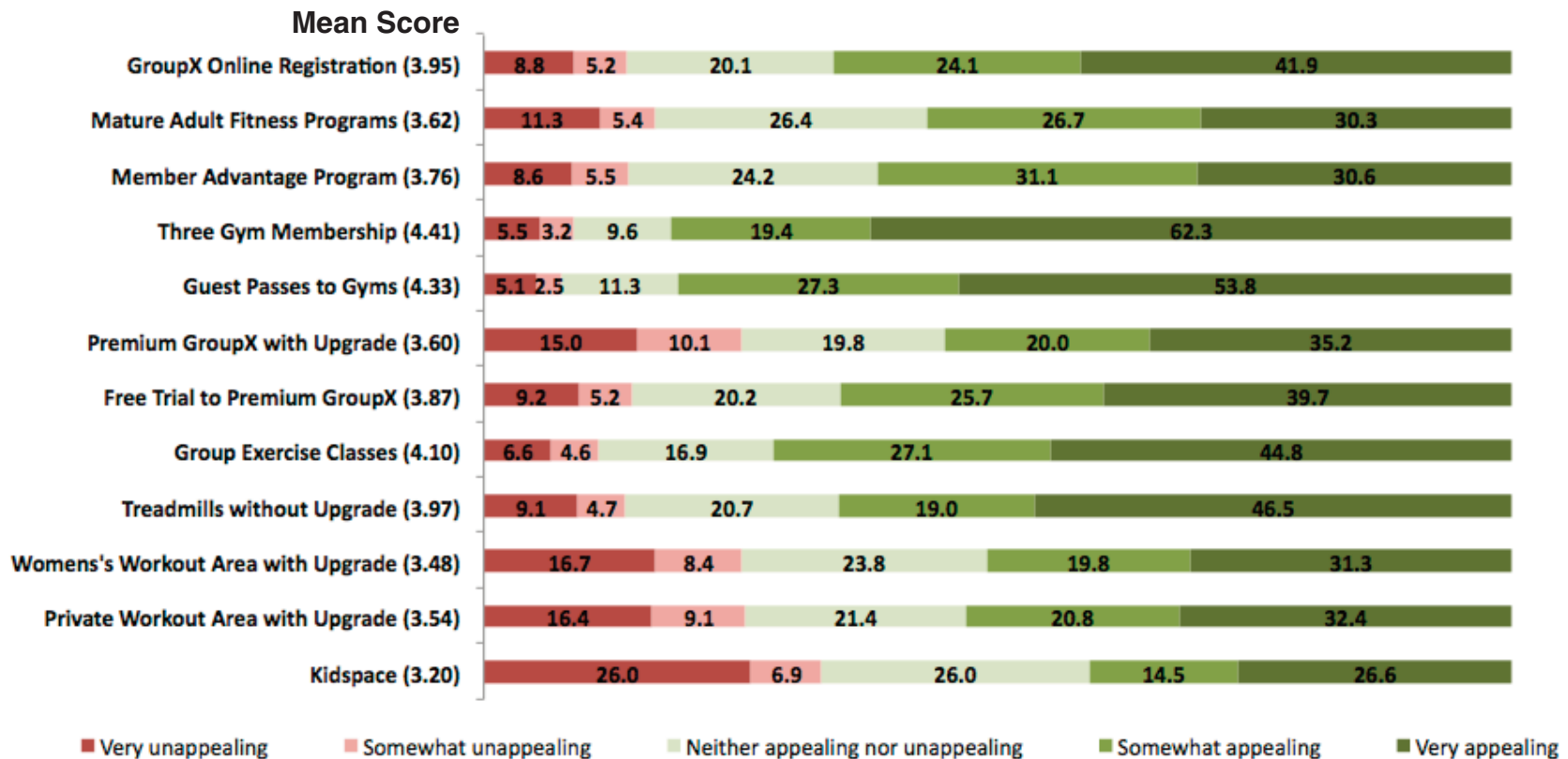
The Value CA Services Provide Toward Lifestyles

Top 2 Box



There is a great deal of interest and appeal among a wide variety of existing and potential CA programs/services. Among the various programs and services that CA can extend members, the five generating the most appeal, in order of importance are: three gym memberships, guest passes to the gyms, group exercise classes, treadmills without an upgrade fee and online registration for group exercise classes.

Appeal of Various CA Programs/Services



Fitness Only Membership Generates a Low Price Point

When survey respondents were asked what they would be prepared to pay for a gym membership offering access to all three athletic facilities including treadmills ...

consumers indicated they did not place much value on a pure fitness experience (no group exercise) thus the low price sensitivities. Non-CA members have lower price tolerances than CA members!

Group Exercise Worth Twice as Much as Fitness Only

When survey respondents were asked what they would be prepared to pay for a membership offering access to all three athletic facilities and group fitness classes ...

consumers indicated they were prepared to pay twice as much for a fitness experience involving group exercise as one without it.

Pools Hold Incremental Value

When survey respondents were asked what they would be prepared to pay for a family membership offering access to the outdoor pools and indoor swim center ...

consumers indicated they were prepared to pay for the recreational experience beyond fitness ... it has the ability to capture a greater share of market.

Membership Structure and Pricing Framework

Critical principles that apply to recommendations

All membership recommendations and pricing recommendations to come are primarily based on the results of the ClubIntel research (in-depth interviews, focus groups, competitive shopping and survey of members and nonmembers).

We propose six core membership categories and each will be offered as individual, couple or family memberships. There will also be benefits for employees of CA-assessed businesses.

Haven on the Lake will keep its separate stand-alone membership categories and will continue to offer add-on membership packages.

A family can only have one membership type. The main cardholder determines what category of membership the family will have.
The only exception to this will be Haven on the Lake memberships.

We propose, as did ClubIntel, that we continue with an income-qualified membership.

Hobbit's Glen will still be positioned as a semi-private course that is aligned with similar market offerings and practices.

Summary of Proposed Memberships

1

Fitness Membership

- One fitness club (all equipment and group fitness classes)
- One guest pass for use each month

2

Recreation Membership

- All outdoor pools
- Swim Center with SplashDown
- SportsPark
- SkatePark
- Ice Rink
- All outdoor and indoor tennis courts (additional fees for indoor)
- One guest pass for use each month

3

AquaFit Membership

- **Recreation Membership**
- All three fitness clubs and everything in them (all equipment and group fitness classes)
- Discounted green fees
- Two guest passes for use each month

4

Weekday Golf Membership

- Eight-day advance reservations
- Unlimited green fees on **weekdays**, both courses
- Handicap fees

5

Seven-Day Golf Membership



- Eight-day advance reservations
- Unlimited green fees on **all seven days**, both courses
- Handicap fees

6













Golf-Fit Membership

- **AquaFit Membership**
- **Seven-Day Golf Membership**
- KidSpace free
- Two guest passes for use each month

Benefit Comparison: Proposed Fitness Membership
















































Amenities	CA Existing Single Club	Club Intel Proposed Athletic	Club Intel Proposed Group Fitness	CA Staff Proposed Fitness
Three Fitness Clubs				
Choose One of Three Fitness Clubs				
Treadmills				
Haven on the Lake Healing Environments				
Women's Only Gym				
KidSpace Free				
Guest Pass		 One Monthly	 One Monthly	 One To Use Each Month
Group Exercise Classes				 At Chosen Club

Benefit Comparison: Proposed Recreation Membership

Amenities	CA Existing Outdoor Pools/Swim Center	CA Existing Tennis	Club Intel Proposed Recreation	CA Staff Proposed Recreation
Outdoor Pools/Swim Center*				
Outdoor/Indoor Tennis Courts*				 Athletic Club Courts Included
SportsPark/SkatePark*				
Ice Rink*				
Guest Pass	 Two per contract year			 One To Use Each Month
Membership Type	Individual, Two Member and Family		Family Only	Individual, Two Member and Family












*Additional fees may apply.

Benefit Comparison: Proposed AquaFit Membership

Amenities	CA Existing Package Plan	CA Existing Package Plan Plus	Club Intel Proposed Aqua Athletic	Club Intel Proposed Aqua-Group Fitness	CA Staff Proposed AquaFit
Three Fitness Clubs					
Women's Only Gym					
Group Fitness Classes				 Haven Classes Included	
Treadmills					
Outdoor/Indoor Tennis Courts*					 Athletic Club Courts Included
Ice Rink*					
Haven on the Lake Healing Environments					
Outdoor Pools/Swim Center*					
SportsPark/SkatePark*					
Discounted Green Fees					
KidSpace Free					
Guest Pass	 Four Per Contract Year	 Six Per Contract Year	 One Monthly	 One Monthly	 Two to Use Each Month






*Additional fees may apply.

Benefit Comparison: Proposed Weekday Golf Membership

Amenities	CA Existing Hobbit's Glen Weekday	CA Existing Fairway Hills Weekday	Club Intel Proposed Weekday Golf	CA Staff Proposed Weekday Golf
Eight-Day Advance Reservation				
Unlimited Green Fees: Weekdays, One Course*				
Unlimited Green Fees: Weekdays, Both Courses*				
Handicap Fees Included				

*Additional fees may apply.

Benefit Comparison: Proposed Seven-day Golf/GolfFit Membership

Amenities	CA Existing Hobbit's Glen Annual	CA Existing Fairway Hills Annual	Club Intel Proposed Golf Seven-Day	CA Staff Proposed Golf Seven-Day	CA Staff Proposed GolfFit
Eight-Day Advance Reservation					
Unlimited Green Fees: Seven days, One Course*					
Unlimited Green Fees: Seven days, Both Courses*					
Handicap Fees Included					
Three Fitness Clubs					
Women's Only Gym					
Group Fitness Classes			 Includes Haven Classes		
Treadmills					
Outdoor/Indoor Tennis Courts*					 Athletic Club Courts Included
Ice Rink*					
Haven on the Lake Healing Environments					
Outdoor Pools/Swim Center*					
SportsPark/SkatePark*					
KidSpace Free					
Guest Pass			 One Monthly		 Two to Use Each Month

*Additional fees may apply.

Transition Plan

Current memberships will be converted to the most comparable new membership plan.

Example: Package Plan Plus membership will be converted to AquaFit.

Members will continue to pay their current membership rate until their renewal date; at that time, they may opt for a different membership option or pay the new membership rate for the plan to which they were moved.

Membership Pricing Philosophy

1. The goal of resident membership rates is to maximize participation while generating a revenue stream to meet CA's financial goals.

2. The goal of non-resident membership rates is, at a minimum, to match the market for comparative services and programs. (An exception to this is in the rare instances where a specific facility has limited capacity. In this case, non-resident rates are raised above the market to manage the number of non-resident memberships.)

3. Resident membership rates are discounted in acknowledgement that residents pay an annual charge to CA.

4. In an effort to make Sport & Fitness memberships affordable to all residents, additional discounts on the resident membership rates are available for CA residents who are income-qualified.

5. Our goal is to make the composite rates less than the sum of the stand-alone memberships. (We offer these rates as incentives for individuals to choose the membership that encourages them to participate in all of the Sport & Fitness programs, services and facilities.)

6. There is no double discounting.

7. Adding value and services will increase both market share and revenue.

Summary and Next Steps

The membership options that have been presented were put together thoughtfully using research and recommendations from ClubIntel.

These options will position CA favorably against competition and ensure Columbia stakeholders will find the new options desirable.

March 24

**Board of Directors
votes to approve the
membership options
presented**

April 14

**Presentation to
Board of Directors
recommending
pricing structure
for agreed-upon
membership
options**

April 28

**Board of Directors
votes to approve
the agreed-upon
rate structure**

Resources

May 28, 2015 Board Meeting

Item_10(a)_Presentation_Club Intel.pdf

September 10, 2015 Board Meeting

Item_10(a)_Club Intel Presentation.pdf





Tentative Project Timeline for Membership Restructure

Dec 2015/FY16	<ul style="list-style-type: none">–Present restructure timeline and outline of tentative communications plan<ul style="list-style-type: none">Also - New/proposed Haven membership rates and class pack prices–Establish a list of building and equipment changes needed and begin development of estimated expenses/schedules for each item–Evaluate potential FY 17 revenue impact of transition to new membership plans (for example, estimating the impact of no longer selling multi-year plans, possible change in emphasis on renewals, etc.)
Jan 2016/FY16	<p>Approval and implementation of new Haven rates</p> <ul style="list-style-type: none">-Revise and reprint Haven pricing brochures, website updates-CMSC and Haven reps start calling members and recent cancellations
Mar 16	Presentation to the board: finalized membership names, recommended prices, policies and procedures, transition plan
Apr 16	Planning for facility construction changes begins
Apr 16	Last time current board meets together
FY17	<hr/>
May 16	<p>Create new procedures and policies for upcoming change for current members</p> <ul style="list-style-type: none">-Pricing guidelines based on those previously approved by Board-Mapping old membership structure to new membership structure-Renewal process
May 16	Begin production of new training materials
Jul 16	Set up in test site
Sep 16	<ul style="list-style-type: none">–Begin training CMSC, Facility frontline staff (ongoing from this point on)–Do testing of new plans in test site (small number of test cases)–Start setting up SNG mapping for conversion–Communications & Marketing plans in place
Sep 16	Begin communications plan
Dec 16	Board to discuss proposed new membership rates and estimated FY 18 revenue impact at Work Session
Jan 2017	Board to formulate recommendation regarding new membership rates and estimated FY 18 revenue impact
Jan 2017	Set new plans up in SNG and GL codes up in Lawson and Spectrum
Feb 17	Board approves new membership rates for FY 18
Mar 17	Explanation of new memberships and rates provided for Spring <i>Activities Guide</i>

Apr 17	Spring <i>Activities Guide</i> printed/distributed with new membership program information
Apr 17	Last time board meets together
Apr 30, 2017	SNG in place to go live with new membership structure

FY18

May 1, 2017	Go live with new membership structure -Transition existing memberships
FY18	Facility PPP rooms transitioned, equipment purchases complete

Draft Communications & Marketing Plan for Restructure

(deployment schedule; not production schedule)

Aug 2016	<ul style="list-style-type: none">–Presentation to Sr. Leadership Team about new membership structure with talking points–Presentation to employees CA-wide about restructure, transition plan, training schedule
Sep 2016	<ul style="list-style-type: none">–Announce board decision to restructure memberships, timeline–Press Release–Sept BizMonthly column–CA Monthly topic–Howard Magazine topic–Website announcement–Digital signage at facilities
Oct 2016	<ul style="list-style-type: none">–Questions & Answers posted on website, ongoing–Info to partners for passing on in their comms–Info at 50+ Expo–Box in CA Monthly
Nov 2016	<ul style="list-style-type: none">–Box in <i>CA Monthly</i>
Dec 2016	<ul style="list-style-type: none">–Box in <i>CA Monthly</i>
Jan 2017	<ul style="list-style-type: none">–Presentation at Village Manager meeting–New Year’s message on social media... positive changes at CA this year–Note to corporate membership POCs–Box in <i>CA Monthly</i>–Renewal letters incorporate messaging
Feb 2017	<ul style="list-style-type: none">–Presentation to Real Estate contact at CA/RE event–Information to school contacts for CA Points–Information in church newsletters–Box in <i>CA Monthly</i>–Renewal letters incorporate messaging–Printed materials available, placed in CA facilities–PR outreach: volunteer speaker for partner events to discuss new membership structure (Examples: Bain Center, Libraries, Chamber, Horizon Foundation, etc.)–Golf eNewsletters
Mar 2017	<ul style="list-style-type: none">–Milton’s letter, Spring Activities Guide–FP ad, Spring Activities Guide–Presentation to Real Estate contacts at CA/RE event–Information to school contacts for CA Points–Information in church newsletters–Box in <i>CA Monthly</i>–Website window (last week of month)–Renewal letters incorporate messaging–Digital signage–Golf eNewsletters–CA Digest eNewsletter article–Fitness eNewsletter article–Information session for school reps, CA Points

Apr 2017	<ul style="list-style-type: none"> –Press Release –Presentation to Real Estate contacts at CA/RE event –Voice system promotes new membership structure –Bus ads –Distribute door hangers –TV, Radio, Digital advertising –<i>CA Monthly, Howard County Times, Arbutus Times, Catonsville Times</i> FP ads –Back cover of <i>Howard Magazine</i> section –Howard County Tourism distro channels –Website window –Social media postings –App pop-up –Renewal letters incorporate messaging (and ongoing) –Digital signage at facilities –Sun media digital online ads –Banner signs at facilities –Sun Media Email broadcast to targeted zip codes –App pop-up –Fitness eNewsletter ad –Employee signature blocks promote new membership structure –Info at CA table at Festival of the Arts
Last wk of Apr	<ul style="list-style-type: none"> –Table at swim center, gyms, Fairway Hills, Hobbit’s Glen –Text message golfers –CA Digest eNewsletter ad
May 2017	
First wk of May	<ul style="list-style-type: none"> –Table at swim center, gyms, Fairway Hills, Hobbit’s Glen –Banner sign in CMSC –Digital signage –App pop-up –Interview on Columbia Matters TV: Dan Burns and Member –Interview on Columbia Matters Radio: Dan Burns and student member –CA Digest eNewsletter ad –Info at DogDay
Jun 2017	<ul style="list-style-type: none"> –Banner sign in CMSC –Digital signage –App pop-up –CA Digest eNewsletter ad –Info at KidsDay –Info at table at Lakefront Summer Festival –Info at CA table at Festival of the Arts/Birthday Celebration
Jul 2017	<ul style="list-style-type: none"> –Restructure covered in Annual Report –Digital signage
Aug 2017	<ul style="list-style-type: none"> –Info distributed through HCC channels
Sep 2017	<ul style="list-style-type: none"> –Info distributed through Leadership Howard County



April 8, 2016

To: Columbia Association Board of Directors
Milton W. Matthews, President/CEO

From: Dan Burns, Director of Sports and Fitness
Norma Heim, Director of Communications and Marketing
Susan Krabbe, Vice President and CFO

Subject: Recommendations for CA Membership Structure and Rate Changes

Background

CA currently has 14 core membership options for participation in Sport and Fitness activities plus 4 additional options that allow for access to Haven on the Lake. With pricing variables (resident, non-resident, income-qualified, senior, corporate, etc.) and combined memberships, the total number of different membership options that are currently in use is over 200, covering 19,379 memberships.

The Board hired Club Intel to conduct research into simplifying the current CA membership structure. The outcomes that were expressed at the onset of the study and during the intervening time are:

1. Create a less complex structure that is easily presented on the web and understood by the Members and staff to improve overall experience.
2. Generate increased participation and market share.
3. Provide market-competitive and flexible options for the user.
4. Net revenue neutral during the transition period with regard to existing Members and net revenue positive through the aforementioned increase in participation.
5. Sport and Fitness allocation from the annual charge should remain relatively flat year over year.
6. A new membership structure should be compatible with CA's chosen membership management software, SNG.

Club Intel conducted market research that included interviews with the CA Board of Directors and key CA leadership staff. They moderated three focus groups with Members to explore sentiment regarding their club usage and behavior, lifestyle demands and ideas for future revenue-generating opportunities for CA. They conducted

an online survey to collect both Member and Non-member feedback on their perceptions of the CA experience, offerings that drive value, appeal of various membership options and price sensitivities that generated 1,507 responses which represented all age demographics with relative equality.

In addition to the Member and Non-member feedback, Club Intel also conducted site visits to each CA property, as well as club scanning (on site and online) among competitive clubs/properties within a five county radius of CA to collect intelligence in marketing, sales, branding, pricing and general membership offerings.

Following the collection of data, Club Intel made two presentations to the Board. In May of 2015 Club Intel presented a summary of the data collected and conclusions that could be drawn from the information. With direction from the Board, Club Intel returned in September of 2015 with a proposal for an updated membership structure for CA. Following the Club Intel presentation, the Board generally agreed that this was the direction CA should explore moving forward and directed staff to evaluate the Club Intel recommendations and return with a proposal for Board discussion.

Utilizing the Club Intel model as a basis for moving forward, staff evaluated data and Member needs against the goals outlined above and presented the Board with a proposal for a membership structure in March of 2016. The staff recommended a structure that not only provides for greater access for a larger number of our Members, it also reduces the number of core memberships to 6 plus the 4 for Haven on the Lake access. Pending a final decision on pricing variables, this would potentially reduce the number of possible membership options to fewer than 50.

In developing the pricing model for the recommended membership structure, staff held to the premise that revenue from existing Members should be neutral during the transition period and that any revenue growth would come from adding new Members and increased participation. After again comparing CA's membership options with the competitive market and reexamining the way existing Members have chosen to purchase their memberships, we elected to anchor the proposed membership rates around the AquaFit membership, which is equivalent to the current Package Plan Plus membership and is the membership that is presently held by over 50% of our Members. In developing the pricing, consideration was also given to maintaining a significant difference between the Resident and Non-resident rates.

In addition to the overarching themes, each membership had individual considerations that went into the development of the pricing recommendation.

1. **Fitness** - While this membership adds significant comparative value with the inclusion of group fitness classes and treadmills, we wanted to maintain an option that was easily accessible to all Residents of our community. We did have

to take in to consideration a potential decrease in fee income once Package Plan Members no longer have to pay for attending the Package Plan Plus Memberships.

2. **Recreation** – Aquatics is one of our most valued assets and our goal was to add more family value to this option while creating greater access and participation in some of CA's non-fitness club properties such as the Ice Rink, Skate Park and Sports Park and Tennis. Given that these additional amenities currently have little to no membership fee required, there was not a need to increase the overall cost of this membership and each dollar reduction in the existing Outdoor Pool/Swim Center membership will result in \$2,600 per month loss in revenue therefore, the recommendation is to keep the existing pricing.
3. **AquaFit** – This membership is basically equivalent to the current Package Plan Plus membership and with the merger of the Package Plan membership into either the Fitness or AquaFit membership, the goal was to make this new membership available at the lowest possible price and still remain revenue neutral.
4. **Weekday GolfRec** – This represents a change from the membership structure presented in March. In considering feedback from the Board and other stakeholders, staff is now recommending that the proposed Weekday Golf membership include the Recreation membership. The Weekday GolfRec membership allows access to the golf course at a lower cost than the traditional membership, while providing the additional flexibility of utilizing some of CA's other amenities. With that in mind, the goal was to create a price point that allowed those individuals who have the flexibility to play during the week to do so at a reduced rate versus the market.
5. **7-Day Golf** – The goal of the 7-Day Golf pricing was to create a market-competitive price point that produced tremendous Member value while allowing the non-resident rate to attract new players.
6. **GolfFit** – The GolfFit membership was priced to be market competitive with the most similar option in the area. This pricing would allow CA to provide tremendous value to our residents and to attract those interested in golf, but also introducing the feature of additional options for the Member and their family.

Other Memberships for Consideration

1. **A la Carte Membership Structure** – An a la carte membership structure was proposed for consideration. The proposal places group fitness and other classes as an add-on fee, which would not be included in any membership. The proposed structure contained the following memberships:
 - a. **Basic Membership (choose one)**
 - i. Athletic Club
 - ii. Columbia Gym

- iii. Supreme Sports Club
- iv. Outdoor Pools
- v. Swim Center
- vi. Skate Arena, Ice Rink, Skate Park and Sports Park
- vii. Fairway Hills Golf Club
- viii. Tennis
- b. **Advanced Membership**
 - i. Choose any of the three facilities from the Basic Membership
- c. **Full Membership**
 - i. Access to all of listed facilities
- d. **Luxury Membership**
 - i. Adds either Haven on the Lake or Hobbit's Glen Golf Course to the Full membership

Basic membership – All memberships are already currently available for purchase and have existing pricing with the exception of separate Outdoor Pool and Swim Center memberships and a membership for the Skate Arena, Ice Rink and Skate Park and Sports Park. We currently offer the Outdoor Pools and Swim Center as one membership. Until 2012, CA offered separate memberships for the Outdoor Pools and Swim Center, but these were combined at that time in response to a Board directive to reduce the number of membership offerings.

Advanced Membership – This membership is comparable to the existing Package Plan membership. The main difference is that the Advanced membership reduces access from the Package Plan's all-facility access to only three facilities. The existing Package Plan individual renewal rate is only \$2 more than the single club. This pricing dictates that the Advanced membership must be priced at least at the same level as the current Package Plan membership but will offer fewer services. Reducing the Advanced membership rate below the existing Package Plan level would decrease membership income by approximately \$4,700 per month for every dollar that the rate is reduced. Reducing the Advanced membership rate would necessitate the reduction of the single club rate to keep it below the Advanced membership and would result in a decrease in membership income of approximately \$1,100 per month for every dollar it is reduced.

If the membership rate for the Advanced membership was determined by the sum of the individual pricing of the 3 chosen amenities, there would be no membership combination that would be less than the current Package Plan membership. There would be significant challenges pricing the Fairway Hills membership into the package.

Full Membership – This membership is the equivalent of the existing Package Plan Plus Membership. The significant difference is that group fitness classes have been removed and Fairway Hills has been added. This would create challenges with the existing Members since more than 200,000 (over 20%) of the annual club visits are accounted for by group fitness. The removal of the group fitness classes and adding Fairway Hills to the package would result in the membership cost increasing by 100%. If the member chose to purchase the group fitness option, the increase would be approximately 138%.

Luxury Membership – This membership is similar in structure to the staff-proposed GolfFit membership but can include Haven and doesn't include group fitness. The addition of Haven would create a membership that is a 32% increase over the proposed GolfFit membership rate (based on Annual Golf membership plus Package Plan Plus membership) and a 39% increase if the Member chooses to include group fitness.

2. **Aquatics Membership** – A membership that would allow access to just the Outdoor Pools and Swim Center and one that would include the Indoor Pools.
 - a. **Outdoor Pools/Swim Center** – Staff is not recommending a rate increase over the existing Outdoor Pool/Swim Center membership for the Recreation membership. The Tennis membership and Ice Rink Seasonal Pass will see an increase to reach the level of the Recreation membership, but the current Outdoor Pool membership will not. Each dollar reduction in the existing Outdoor Pool/Swim Center membership will result in \$2,600 per month loss in revenue.
 - b. **Aquatics Membership including Indoor Pools** – There are many items to consider with the inclusion of the Indoor Pools in the Aquatics membership. We do not have sufficient data at this time to make a recommendation on the creation, execution and pricing of a membership of this type.

Budget Impact/Considerations

There is significant risk associated with the restructuring and pricing of the memberships. Memberships account for \$18,858,000 of the budgeted revenue in FY17. That represents 27% of the overall revenue and 57% of the non-annual charge revenue. Under the existing membership structure and pricing, the current budgeted average monthly fee across all memberships for FY17 is \$79. This number represents the average of all membership revenue divided by the total number of memberships, meaning that some pay less (Pool membership) and some pay more (Family PPP membership). The implication is that with 20,000 memberships, every dollar, whether

added or subtracted from that amount, will create a \$20,000 variance in monthly revenue.

This presence of this variance means that the goal of remaining revenue neutral with the current number of memberships leaves CA little margin for error, and that every change in the rates must be considered carefully to examine the full financial impact not only to the Members, but the availability of revenue generated by programs and activities offered by the Department of Sport and Fitness.

Recommendation

FY2017 RATES + 2-1/2%
INCREASE

EXISTING MEMBER RATES	CA RESIDENT PRICE			NON RESIDENT PRICING		
	INDIV.	2 PP	FAMILY	INDIV.	2PP	FAMILY
PPP	\$68	\$94	\$96	\$85	\$136	\$155
PP	\$51	\$67	\$71	\$74	\$119	\$129
ATHLETIC (SINGLE GYM)	\$49	\$62	\$66	\$62	\$98	\$114
OUTDOOR POOLS W/SWIM CENTER	\$21	\$27	\$29	\$41	\$52	\$56
7 DAY GOLF	\$256	\$315	\$315	\$326	\$415	\$415
5 DAY ("WEEKDAY") GOLF	\$189	\$299	\$299	\$205	\$317	\$317
TENNIS	\$10	\$21	\$24	\$25	\$28	\$35

PROPOSED EXISTING MEMBER RATES		CA RESIDENT PRICE			NON RESIDENT PRICING		
		INDIV.	2 PP	FAMILY	INDIV.	2PP	FAMILY
AQUA-FIT	PPP						
CONVERTS		\$68	\$94	\$96	\$85	\$136	\$155
	PP PHASE INS	\$56	\$75	\$78	\$79	\$125	\$137
FITNESS		\$54	\$67	\$71	\$67	\$103	\$119
RECREATION		\$20	\$25	\$30	\$41	\$52	\$56
7-DAY GOLF		\$256	\$315	\$315	\$326	\$415	\$415
5-DAY GOLF REC		\$199	\$309	\$309	\$215	\$327	\$327
GOLF-FIT		\$324	\$351	\$351	\$420	\$462	\$462

CURRENT NEW MEMBER RATES	CA RESIDENT PRICE			NON RESIDENT PRICING		
	INDIV.	2 PP	FAMILY	INDIV.	2PP	FAMILY
PPP	\$83	\$113	\$118	\$89	\$134	\$160
PP	\$52	\$72	\$78	\$80	\$132	\$146
ATHLETIC	\$49	\$61	\$68	\$71	\$99	\$126
OUTDOOR POOLS W/SWIM CENTER	\$21	\$29	\$30	\$42	\$52	\$56
7-DAY GOLF	\$298	\$378		\$336	\$441	
5-DAY ("WEEKDAY") GOLF	\$199	\$305		\$234	\$339	

PROPOSED NEW MEMBER RATES		CA RESIDENT PRICE			NON RESIDENT PRICING		
		INDIV.	2 PP	FAMILY	INDIV.	2PP	FAMILY
AQUA-FIT	PPP						
CONVERTS		\$85	\$116	\$121	\$91	\$137	\$164
	PP PHASE						
INS		NOT APPLICABLE			NOT APPLICABLE		
FITNESS		\$56	\$69	\$76	\$75	\$105	\$135
RECREATION		\$25	\$30	\$35	\$43	\$53	\$57
7-DAY GOLF		\$305	\$387	\$387	\$344	\$452	\$452
5-DAY GOLF REC		\$213	\$322	\$322	\$250	\$357	\$357
GOLF-FIT		\$356	\$386	\$386	\$462	\$509	\$509

**COLUMBIA ASSOCIATION
BOARD OF DIRECTORS
GOVERNING DOCUMENTS**



Updated April 28, 2016

INTRODUCTION

The Columbia Association (CA) was created to provide for the common good and social welfare of and therefore serve the people of Columbia. CA's long-term effectiveness and the quality of its services to the people of Columbia (in an ever-changing, challenging environment) depend on the leadership of a Board of Directors that continually answers three central questions in a full and timely fashion:

1. How is CA performing; programmatically, financially, and administratively?
2. Where should CA be headed?
3. What should the Columbia Association's role be in relation to CA's stakeholders and community partners?

The purpose of a Board of Directors is to provide guidance and oversight, not to manage. A CA Board of Directors should not micromanage; it should have a strategic focus while ensuring CA fulfills its purpose. The CA Board of Directors agrees that, in answering the three key governing questions, a high impact/strategic focused governing body essentially makes judgments and decisions that flow along three broad categories:

1. Planning – both Strategic and Operational
2. Monitoring – both Strategic Implementation and Organizational Performance
3. Relationship Building – both stakeholders and community partners

The CA Board of Directors realizes that Planning, Monitoring, and Relationship Building need to be handled by the entire CA Board of Directors, but permanent committees targeted to specific areas can help with the workload. To help the CA Board of Directors function as a high impact, strategic focused body, three permanent CA Board committees are established:

1. Audit Committee
2. Risk Management Committee
3. Board Operations Committee (BOC)

The roles and responsibilities of these three standing committees are described later in this document on pages 16 to 19.

Depending upon the need, ad hoc CA Board of Directors committees may be created from time to time. These ad hoc committees will be created to achieve a specific purpose and will terminate when that purpose is fulfilled.

BOARD GOVERNING MISSION

The Board of Directors, as the Columbia Association's governing body:

1. Serves as the steward and guardian of CA's values, vision, mission, and resources.
2. Plays a leading, proactive role in CA's strategic decision making, and in setting strong, clear strategic directions and priorities for CA.
3. Monitors CA's operational performance.
4. Ensures that CA's image and relationships with key stakeholders are positive and that they contribute to CA's effectiveness in serving Columbia.
5. Makes sure that Columbia residents and businesses are well informed about CA and its mission, activities, and policies, and are provided with ample opportunity to provide input into the Board's policy deliberations and decision-making processes.
6. Ensures that CA possesses the financial and other resources necessary to realize its vision and carry out its mission.
7. Ensures that Board members are fully engaged in the governing process and that the resources they bring to the Board are fully utilized in governing.
8. Takes accountability for its own performance.
9. Appoints a President/Chief Executive Officer to manage CA and sets the President/CEO's compensation.
10. Works in close partnership with the President/CEO, ensures that clear, detailed President/CEO performance targets are set, and periodically evaluates the President/CEO's performance against these targets.
11. Always adheres to the following "Columbia Association Board Values" and "Responsibilities of a Director":

COLUMBIA ASSOCIATION BOARD VALUES

1. Represent constituent interests assertively and make decisions based on the welfare of the entire community.

Recognize diverse perspectives, such as ethnicity, age, economic circumstances, differing village life cycles, and varying tenures of Columbia residents.

Once all constituent perspectives are established and acknowledged, weigh them in relation to the perspective of the entire community.

2. Engage in open discussions that encourage and respect differing positions.

“Seek first to understand, then to be understood.”

When differing with someone’s position, first acknowledge it by summarizing his or her point of view. (Or, ask for such a summary if someone differs with you. “Did you understand my intention? What was it?”)

3. Strive for consensus, but agree to disagree based on the merits.

Argue to seek a better understanding, not to win the argument. Use inquiry to probe positions with which you may not agree. Call the question after points have been established.

4. Speak as a Board through unified messages that present both majority and minority positions.

If consensus cannot be reached, end the discussions by summarizing both sides to their mutual satisfaction.

When speaking outside of Board meetings, identify whose opinion you’re discussing (your own or the Board’s).

5. Cultivate trust by showing respect for others, by accepting responsibility for your role in the process.

When discussing issues focus on the issues not the people you are discussing the issue with.

RESPONSIBILITIES OF A DIRECTOR ON THE CA BOARD OF DIRECTORS

- Be informed regarding the mission, services, policies, and programs of the Columbia Association (“CA”).
- Formulate CA policies.
- Carry out fiduciary responsibilities of CA Board, including oversight and approval of CA budget and review of CA financial statements.
- Regularly attend Board/Committee meetings and work sessions.
- Review agenda, supporting materials, and prior meeting minutes before CA Board, and committee meetings, and otherwise prepare for meetings and work sessions.
- Take responsibility for and follow through on assignments arising from meetings and work sessions.
- Attend special events and functions of CA Board and Villages, as well as community-wide CA events.
- Present reports of CA Board actions at respective Village Board meetings.
- Work with CA’s President/CEO to establish performance objectives.
- Evaluate performance of CA’s President/CEO, while providing the necessary support for the President/CEO to further CA’s goals.
- Follow CA Board ethics, conflict of interest and confidentiality policies, sign requisite acknowledgements of ethics policies and complete financial disclosure form.
- Communicate with residents: articulate CA’s goals, accomplishments, programs and policies, and obtain input from residents.
- Participate in the decisions of the CA Board and exercise independent judgment in doing so.

DUTIES OF DIRECTORS

The following information is based on the “Guidebook for Directors of Nonprofit Corporations” distributed by the Nonprofit Organizations Committee, American Bar Association.

A. The Standards of Conduct Applicable to the Individual Corporate Director

In carrying out their functions for the corporation, Corporate Directors are subject to two primary obligations: a Duty of Care and a Duty of Loyalty.

B. The Duty of Care

The Duty of Care calls upon a director to participate in the decisions of the board and to be informed as to data relevant to such decisions. A common statement of the Duty of Care asks a director (1) to be reasonably informed; (2) to participate in decisions; and (3) to do so in good faith and with the care of an ordinarily prudent person in similar circumstances.

1. The Duty of Care requires that a director be informed and exercise independent judgment.
 - a. Attending Meetings – Regular attendance at meetings of the board of directors is a basic element of prudent performance as a director.
 - b. Independent Judgment – Each director, no matter how selected, shares in all the responsibilities and powers of the directors. Each director should exercise her or his independent judgment on all corporate decisions.
 - c. Information – To function effectively, a director needs to be informed.
2. Reliance – In the ordinary course of business, a director may act in reliance on information and reports received from regular sources whom the director reasonably regards as trustworthy.
3. Delegation – The board of directors, as such, does not operate the day to day business of the corporation. In delegating that function to others, it must set policies and oversee the corporate agents.

The principles of delegation stated above apply to the board as a whole; the individual director may not delegate his or her responsibilities as a director. A director cannot vote by proxy.

C. Discharging the Duty of Care; Some Practical Suggestions

A board should examine how it can most efficiently use the limited time its members can devote to its functions.

1. The Schedule of Meetings – Meetings of the board of directors should be held on a regular basis.
2. The Schedule of Information – As much information as practical should be provided on a regular schedule.
3. The Rules of Procedure – The board should adopt rules of procedure appropriate to its size, the constituencies represented on the board and the diversity of its membership.
4. The Business Judgment Rule – Even where a corporate action has proven to be unwise or unsuccessful, a director will be protected from liability arising therefrom if he or she acted in good faith and in a manner reasonably believed to be in the corporation's best interest, and with independent and informed judgment.
5. Legal Requirements – In discharging the duty of care, the board should be mindful of the legal requirements to which the corporation may be subject.

D. The Duty of Loyalty

The Duty of Loyalty requires directors to exercise their powers in the interest of the corporation, not in their own interest or the interest of another entity or person.

1. Conflict of Interest: General Principles – Directors of nonprofit corporations may have interests in conflict with those of the corporation. The Duty of Loyalty requires that a director be conscious of the potential for such conflicts and act with candor and care in dealing with such situations.

Conflicts of interest involving a director are not inherently illegal nor are they to be regarded as a reflection on the integrity of the board or of the director. It is the manner in which the director and the board deals with a disclosed conflict which determines the propriety of the transaction.

2. Conflict of Interest: Awareness and Disclosure – A director should be sensitive to any interest he or she may have in a decision to be made by the board of directors and, as far as possible, recognize such interest prior to the discussion or presentation of such a matter before the board. When a director has an interest in a transaction being considered by the board of directors, the director should disclose the conflict before the board of directors takes action on the matter. Upon disclosure by the director, he/she should recuse themselves from the discussion and vote and the board should provide a disinterested review of the matter.

3. Corporate Opportunity – Before a director engages in a transaction which he or she reasonably should know may be of interest to the corporation, the director should disclose the transaction to the board of directors in sufficient detail and adequate time to enable the board to act or decline to act with regard to such transaction.

E. Confidentiality

A director should not, in the regular course of business, disclose information about the corporation's legitimate activities unless they are already known by the public or are of public record.

CA BOARD OF DIRECTORS OPERATING PROCEDURES

A. Board and Work Session Schedule

The CA Board of Directors holds an organizational meeting on the second Thursday of May. At that meeting, the CA Board Chair and CA Board Vice-Chair are elected.

The CA Board of Directors holds a work session on the second Thursday of each month except for May, August and December. CA Board Work Sessions may be canceled by the CA Board Chair and/or the CA President/CEO if there is no business for the work session. No formal votes are taken at a work session. Additional information on work sessions is contained in the POLICY ON CONDUCT OF WORK SESSIONS OF BOARD OF DIRECTORS on page 13 of this document.

The CA Board of Directors holds a meeting on the fourth Thursday of each month except for August and November, and the CA Board meeting for December is held on the second Thursday of December. CA Board meetings may be canceled by the CA Board Chair and/or the CA President/CEO if there is no business to transact.

Additional work sessions and meetings of the CA Board may be called by the CA Board Chair and/or the CA President/CEO.

The CA Board Chair presides at all Board Operations Committee ("BOC") meetings, CA Board Meetings, and CA Board Work Sessions. In the absence of the CA Board Chair, the CA Board Vice-Chair presides. In the absence of both the CA Board Chair and the CA Board Vice-Chair, the CA President/CEO presides.

The CA Board Chair appoints CA Board members to the Audit Committee and the Risk Management Committee. CA Board Members may request assignment to either of these committees, but the CA Board Chair makes the final decision.

At the organizational meeting of the CA Board of Directors, after the selection of the CA Board Chair and the CA Board Vice-Chair, the rotation schedule for CA Board Members on the BOC will be determined. Each CA Board Member other than the Chair and Vice-Chair will serve at least once on the BOC before a CA Board Member may serve again on the BOC.

A majority of a CA Board Committee membership is required to be present at a meeting to constitute a quorum. In order to meet the quorum requirement, the CA Chair may appoint (on a temporary basis) CA Board Members (including the Chair) to a CA Board Committee.

All CA Board work sessions and meetings shall be open unless closed for one of the purposes enumerated in Section 11B-111(4) of the Maryland Homeowners Association Act. Board members may attend open work sessions and open meetings by telephone if they are unable to attend in person. Closed work sessions and closed meetings may not be

attended by telephone. All agendas for open meetings and work sessions shall include an opportunity for resident speak out. During Resident Speak Out, individuals will be limited to 3 minutes and groups will be limited to 5 minutes. At work sessions, comments during Resident Speak Out will be permitted only on agenda topics. Additional information on Resident Speak Out is contained in the GUIDELINES FOR WHO MAY SPEAK AT RESIDENT SPEAKOUT on page 20 of this document.

B. Special Rules of Order

Board meetings and Committee meetings will operate under Roberts Rules of Order, modified, as follows:

1. Small Board Rules not followed. The Board shall not follow procedures for small boards in Section 49 of Roberts Rules of Order Newly Revised, 10th Edition.
2. Procedure for Conduct of Meetings:
 - a. Recognizing directors who wish to speak: After a director has spoken, the Chair shall ask whether anyone else wants to speak to this point, and will add their name(s) to the queue.
 - b. Limits on Debate: Board members, when recognized, may speak a maximum of two times during debate on any motion during a meeting and for a maximum of 3 minutes each time. The Chair may allow a speaker to speak more than twice if the Chair determines it to be in the interest of fairness.
 - c. Discussions prior to a motion: Informal discussion before making a motion on an agenda item may occur with a specified total time limit.
 - d. Chair putting the question: The Chair need not rise when putting a question to a vote.
 - e. Voting by Chair: The Chair may vote on all motions and resolutions. The Chair's position, including the decision not to vote, shall be recorded with every motion not passed by unanimous consent.
3. Agenda Items: At a meeting (open or closed), an item may be added to the agenda only if it has the approval of two-thirds of the members of the Board/Committee present at such meeting.
4. Times: Normally, CA Board meetings and work sessions will begin at 7:30 PM. However, the CA Board Chair and CA President/CEO may adjust the starting time of a meeting or work session. CA Board meetings and work sessions will end by 10 PM. The adjournment time may be adjusted by a 2/3 vote of CA Board Members present at the meeting or work session.

5. Consent Agenda: The Chair and/or the CA President/CEO may prepare motions for inclusion in a Consent Agenda. On request of any single board/committee member, a motion will be removed from the Consent Agenda. Motions remaining on the Consent Agenda may be passed by general consent, and are voted on as a group. Motions removed will be considered under the normal procedures for motions.
6. Procedures for Major Motions: Major Motions to be considered by the CA Board at an open (regular) meeting must have first been discussed at two public CA Board Work Sessions. Once discussed, CA staff will prepare a motion to be presented to the CA Board at the next CA Board meeting following the second of those work sessions. Major Motions are adopted by a majority vote of the Board and, unless otherwise specified by the Board, are effective immediately after passage. By vote of 2/3 of those CA Board members present, the CA Board may at any time choose to treat a Major Motion as an ordinary motion, in which event it need not have been discussed at two work sessions. Major Motions are motions pertaining to the following subjects:
 - a. Expenditure of monies greater than \$50,000
 - b. Changes to the Corporate Bylaws
 - c. Changes to Corporate Policy
 - d. Changes to Board Operating Procedures
 - e. Any other Motion the Board may designate by majority vote as a Major Motion.
7. Amendment or Tabling of Motions: Prior to voting on motions, the Board can amend or table any motion by a majority vote. Any tabled motion dies 60 days after it was tabled.

C. Minutes

Minutes shall be the official record of CA Board of Directors meetings. Minutes of the CA Board shall not contain comments or debate on motions, nor record amendments to motions except as in the final form of a motion that was adopted or failed. Minutes will reflect all motions made and each director's vote on a motion. Minutes will be posted on the CA web site. Written comments provided to the Recording Secretary by people who utilize Resident Speak Out shall be made addenda to the official copy of the minutes.

All meetings, except ones in closed session, shall be recorded in audio form from the call to order to adjournment. The meeting recordings shall be maintained in the Columbia Archives and posted on the CA web site.

D. Reports

All reports presented to the CA Board of Directors will be filed. Reports must be in written form and posted on the CA web site prior to the CA Board work session or meeting at which the report is presented.

E. Work Sessions

Roberts Rules of Order do not govern CA Board work sessions. An item may be added to the agenda at a CA Board work session only if it has the approval of two-thirds of the CA Board Members present at such work session. No formal votes on motions will occur at a CA Board work session.

F. Agendas:

1. All CA Board meetings, work sessions, and committee meetings will have an agenda.
2. For open (regular) CA Board meetings and CA Board work sessions, the BOC is responsible for setting the agendas. For closed meetings and for specially called meetings and work sessions, the CA Board Chair and/or the CA President/CEO (or CA Staff if designated by the CA President/CEO) are responsible for setting the agenda.
3. For Audit and Risk Management Committee meetings, CA Staff, working with the Committee Chair, are responsible for setting agendas. For BOC meetings, the initial agendas to be considered by the BOC for the Board work session and Board meeting will be prepared by the CA President/CEO in cooperation with the CA Board Chair.
4. For open (regular) meetings and/or work sessions, agendas and associated documentation will be posted on the CA web site at least 6 days in advance of the meeting/work session.
5. CA Board meeting and work session agendas must focus on strategic issues and major oversight responsibilities (such as establishing guidelines and metrics for evaluating CA performance, reviewing these performance metrics, and providing guidance on major operational issues). CA's Five Year Strategic Plan governs strategic issues. Attempts at micromanagement are to be avoided.
6. All agenda items except Resident Speak Out must have a time duration, and the Chair shall endeavor to keep discussion within the allotted time periods.
7. Once an agenda has been approved and posted with the associated documents on the CA web site, those materials can only be changed/updated with the approval of the Chair of the Board (or Committee) and the CA President/CEO. Once a change has been approved, the Executive Assistant to the CA President/CEO will be

informed of the approved change. If documents on the web site are updated, the CA Board will be notified.

G. Closing Meetings

The process for closing a meeting is set forth in the Board's GUIDELINES FOR CLOSING MEETINGS OF THE COLUMBIA ASSOCIATION BOARD OF DIRECTORS on page 14 of this document.

H. General Rules of Decorum at CA Board and Committee Meetings and Work Sessions:

1. In order to maintain decorum and civility under Robert's Rules of Order, the following rules shall apply to interactions among Board members and the staff at all Board of Directors and Committee Meetings and Work Sessions:
 - a. Do not attack or question each other's motives.
 - b. Avoid personalities, since the measure, not the Board or staff member, is the subject of debate.
 - c. Be respectful of a "call to order" when there is an infraction.
2. During CA Board of Directors Meetings and Work Sessions, except during Resident Speak Out and during formal presentations by staff or others, the Chair shall recognize only CA Board Members and CA Staff.

POLICY ON CONDUCT OF WORK SESSIONS OF BOARD OF DIRECTORS

The Columbia Association (“CA”) Board of Directors will conduct work sessions on the second Thursday of each month (except May, August and December) in order to discuss matters on an informal basis. This policy addresses the rules applicable to such work sessions.

A work session is a form of meeting and, as such, is governed by section 11B-111 of the Maryland Homeowners Association Act (the “Act”) and sections 2.06 and 2.07 of CA’s by-laws. The Act requires that all meetings be open to members of the association unless closed for one of the reasons specified in the Act. (While the only “members” of CA are the directors, CA has traditionally opened its meetings to the public.) The Act also states that a designated time period must be provided for lot owners to comment on the specific topic(s) on the meeting agenda.

Based on the above, the following rules shall apply to work sessions of the Board:

1. Work sessions shall be open to the public unless closed in accordance with the Act and CA’s by-laws.
2. Notice of work sessions shall be provided in the same manner as any other meetings.
3. An agenda shall be prepared for the work session.
4. At the beginning of the work session, a time period shall be allowed for lot owners to comment **only** on agenda topics. Otherwise, the public will not participate in a work session unless invited to do so by the Board.
5. Robert’s Rules are suspended and do not govern the conduct of work sessions.
6. The Board will discuss agenda topics, but no formal vote will be taken on any topic.

GUIDELINES FOR CLOSING MEETINGS OF THE COLUMBIA ASSOCIATION BOARD OF DIRECTORS

Meetings of the Columbia Association ("CA") Board of Directors (the "CA Board") shall be closed in accordance with the following guidelines:

1. The purposes for which a meeting of the CA Board may be held in closed session are set forth in section 11B-111(4) of the Maryland Homeowners Association Act (the "Act").
2. In accordance with section 2.07(b) of CA's Bylaws, the CA Board "upon request of the Chairperson of the Board, the Vice-Chairperson of the Board in the absence of the Chairperson, the President or a majority of the Board . . . by vote at a meeting or in writing with or without a meeting, may meet in closed session, or may adjourn an open meeting to meet in closed session. . . ." A closed meeting of the Board also may be called by majority vote of the Board Operations Committee ("BOC").
3. A meeting may be closed or a closed meeting called only for one of the purposes listed in the Act.
4. Without disclosing the substance of the discussion to be had at the closed meeting, the person calling the closed meeting shall provide a brief general description of the purpose for closing the meeting sufficient for the CA Board to determine that the Act's criteria for meeting in closed session have been met. That description will be provided to the CA Board in a confidential manner, to the extent possible at least 48 hours in advance of the meeting.
5. If any CA Board member wishes additional information in order to satisfy himself or herself that the meeting is being closed for a proper purpose, the CA Board member should contact the person calling the meeting. Any additional information provided to one CA Board member will be provided to all CA Board members in a confidential manner.
6. At the commencement of a meeting called as a closed meeting, the CA Board shall vote whether to close the meeting. That vote will be based on the communication received by each CA Board member prior to the meeting and any follow-up information provided in response to inquiries made by CA Board members. There will not be any discussion of the purpose for closing the meeting beyond a short generic statement of the subject of the meeting and to record one or more of the purposes stated in the Act and the vote.

BOARD COMMITTEES

BOARD COMMITTEES		NUMBER OF MEMBERS		
Board Operations	Board Chair, Board Vice-Chair, President/CEO, and 2 other Board members on a rotating schedule			
Risk Management	3 Board members, President/CEO, CFO, 1 expert community member			
Audit	3 Board members, Internal Auditor, 2 financial expert community members			
Architectural Resource	General Counsel, 1 staff member, 2 village Covenant Advisors, 1 expert community member			
ADVISORY COMMITTEES		NUMBER OF MEMBERS		LENGTH OF TERM
Sport and Fitness		Director of Sport and Fitness, 2 representatives from each S&F subcommittee		1 year
<i>S&F subcommittees:</i>				
Health and Fitness		1 staff, 12 community members		1 year
Aquatics		1 staff, 16 community members		2 years
Tennis		1 staff, 20 community members		2 years
Golf		3 staff, 14 community members, Chair of Green Committee		2 years
Green		3 staff, 9 community members, Chair of Golf Committee		3 years
Art Center		1 staff, 18 community members		3 years
International Exchange and Multicultural Program		1 staff, 24 community members		3 years
Senior		1 staff, 17 community members		2 years
Teen and Middle School		1 staff, 15 community members		1 year
Information Technology		CIO, 5 expert community members		1 year
Financial		5 expert community members		1 year

BOARD OPERATIONS COMMITTEE ROLE AND RESPONSIBILITIES

The Board Operations Committee (“BOC”) is responsible for the effective functioning of the CA Board of Directors and for the maintenance and development of the Board-President/CEO working relationship. The Chair of the Board serves as the BOC Chair. The other members of the BOC are the President/CEO, the Vice-Chair of the Board, and two other Board members who will rotate throughout the year. Each Director (other than the Chair and Vice-Chair) will serve on the BOC for a two-month period each fiscal year and then may not serve on the BOC again until each Director has served once. The rotation schedule will be determined by the Board at the organizational meeting of the Board in May. The BOC is accountable for the following:

1. Coordinating the functioning of the Board of Directors and the Audit and Risk Management Committees, recommending revisions to CA Board policies including the Board Governing Mission, Board Values and Responsibilities of a Director, setting Board member performance standards, and monitoring Board member performance.
2. Preparing the agendas for monthly Board work sessions and Board meetings.
3. Recommending revisions in the CA Charter and By-Laws to the Board of Directors in the interest of stronger governance and management of CA affairs.
4. Developing and overseeing implementation of a formal Board member capacity building program, including such elements as orientation of new members, continuing education and training, and a mentoring program pairing new with senior Board members.
5. Recommending revisions to CA’s ethics and conflict of interest policies to comply with the law and best practices, and fulfilling its duties as described in CA’s Policy for Reporting Violations of CA’s Ethics and Conflicts of Interest Policies.
6. Ensuring that the President/CEO position description is updated as necessary to reflect changing CA needs, priorities, and circumstances.
7. Annually negotiating President/CEO performance targets, annually or semi-annually evaluating the President/CEO’s progress in achieving these targets, and recommending the President/CEO’s compensation.
8. Fulfilling such other duties as may be assigned by the Board.

AUDIT COMMITTEE ROLE AND RESPONSIBILITIES

The Audit Committee consists of three Board Members appointed by the Chair of the Board and two community financial experts. CA's Internal Auditor serves as Chief Staff Liaison. The Audit Committee is responsible for overseeing CA's system of internal controls and external/internal audit functions, as well as overseeing CA's financial program performance. The Committee Chair is elected by the Committee. The Audit Committee is responsible for the following:

1. Reviewing the external audit firm selection process as recommended by the President/selection committee and recommending to the Board selection of the external audit firm on the recommendation of the President/selection committee.
2. Reviewing external audit fees and engagement letters.
3. Reviewing the annual financial statements and footnotes with the external auditors and management and determining whether they are complete and consistent with information known to Committee members.
4. Reviewing with the external auditors and management all matters required to be communicated to the Committee under Generally Accepted Auditing Standards (i.e., management letter, internal control weaknesses, audit adjustments, any disagreements with management, and the like).
5. Reviewing the results of other external/investigative audits and recommending action to the Board as appropriate.
6. Ensuring that audit engagement partners are rotated every five years.
7. Reviewing and recommending approval of CA's Internal Audit Department's Mission Statement and Charter.
8. Meeting on a quarterly basis (or as considered necessary) with the Internal Audit Department and President to review all internal audit reports/projects, considering the effectiveness of the organization's controls surrounding accounting, financial reporting, operations and information technology.
9. Reviewing and recommending approval of the Form 990 (Return of Organization Exempt From Income Tax) before it is filed with IRS annually.
10. Annually reviewing and approving the Internal Audit Plan.
11. Serving as the Board's investment committee and in this capacity, making decisions relative to management of CA's investment portfolio.

12. Reviewing the Quarterly Board Report which includes Operating and Capital Budget updates; as well as a Marketing Report, Vendor Report, Purchasing Report, and Severance Agreement Report.
13. Fulfilling its duties as described in CA's policy for reporting violations of CA's ethics and conflicts of interest policies
14. Fulfilling such other duties as may be assigned to the Committee by the Board.

RISK MANAGEMENT COMMITTEE ROLE AND RESPONSIBILITIES

The Risk Management Committee is responsible for the administration of CA's program of general liability self-insurance in accordance with CA's Self Insurance Trust agreement. The Committee consists of three Board members appointed by the Board Chair, the CA President/CEO, the CA Chief Financial Officer and one community expert. The CFO serves as the Committee Chair. The Risk Management Committee is responsible for the following:

1. Overseeing the provision and acquisition of claims adjustment and claims administration, loss control and other risk management services.
2. Overseeing the acquisition of legal, actuarial, accounting and other services as necessary for the administration of the Program.
3. Formulating policy for the administration of the Program.
4. Defining the scope and limitations of coverage afforded by the Program.
5. Determining the need for any other general liability insurance coverage for CA or any other Covered person.
6. Otherwise assuring that the Program is properly and responsibly administered.
7. At least annually reviewing CA's self-insurance program to ensure funding sufficiency, clear payments, and other self-insurance matters as required.
8. If necessary recommending to the Board annual funding levels for CA's self-insurance trusts and any broadening or restructuring of the scope or the State of Coverage afforded by the Trust Fund Program.
9. Fulfilling such other duties as may be assigned by the Board.

GUIDELINES FOR WHO MAY SPEAK AT RESIDENT SPEAKOUT

1. People owning, or living and/or working on property that pays the Annual Charge may speak out for up to three minutes on any subject at Board Meetings.
2. Non-resident members of the Sport and Fitness Facilities as well as all non-resident participants in CA programs may speak out at Board Meetings for up to three minutes on agenda items that relate to their participation.
3. Any other individuals who wish to speak out must get approval to speak from the Board Chair prior to the Board meeting.
4. Written testimony from persons not attending the Board meeting will be reviewed by the Board Chair who will summarize the testimony during Resident Speak out. The written testimony will be attached to the minutes.

PROCEDURES FOR CA BOARD ORGANIZATION MEETING

At least three (3) days before the meeting, potential candidates for Chair and Vice-Chair send to all Board members a written statement of their willingness to serve, the personal characteristics they would bring to the roles, their views of the overall direction that the Board should take in the upcoming year and other relevant information.

At the organizational meeting, those who sent statements nominate themselves. Additional self-nominations accompanied by oral statements may also be accepted.

During the initial portion of the discussion, Board members ask the nominees questions or make comments about their statements. Subsequently, the discussion should focus on the nominees' positive attributes and skills that they would bring to their roles. Concentrating first on the nominees' statements and then on the relative positive characteristics of the nominees not only allows nominees to remain in the room to clarify their statements but also diminishes the need to call for an executive session.

An executive session may be called, however, for the discussion of personal information that could be sensitive. Candidates would be allowed in the executive session to offer any additional information that would be vital to the proceedings.

After the discussion, written ballots are cast, the ballots are counted and recorded by the President/CEO and the vote total for each nominee announced.

After the vote, the Chair leads the discussion on the rotation schedule for appointment of directors to the Board Operations Committee, and the appointment of directors to the Audit and Risk Management Committees.

PROCESS FOR ELECTING THE BOARD CHAIR AND VICE-CHAIR

- Preprinted paper ballots with the names of all Board members will be available at the organizational meeting to elect the Board Chair and Vice-Chair. A box for voting purposes will be next to each name.
- The only names for which Board members can vote will be those of the nominees.
- If there is no contested election for Chair, then no vote is necessary. The person nominated will automatically become the Chair.
- If a vote is necessary, the paper ballots will be distributed to Board Members who will vote for the candidate of his/her choice.
- Ballots will be collected by the President/CEO. The President/CEO, with the possible assistance of other officer(s) of the Corporation, will count the ballots within the Board Room.
- The results of the vote will be announced by the President/CEO. The ballots will be kept until the next election of the Board Chair and will be housed in the appropriate binder for Board agendas and minutes kept in the Office of the President/CEO. The ballots will be available for inspection upon written request.
- If there is a tie vote for Chair, the Board may consider splitting the Chair between two nominees. One person will serve as Chair for six months and the other person will be Vice-Chair. They will then switch positions. In this situation, there will be no need to vote for a Vice-Chair.
- If a vote for Vice-Chair is necessary, the same process will be used as that for election of the Board Chair. Preprinted paper ballots with the names of all Board members will be available at the organizational meeting to elect the Board Chair and Vice-Chair. A box for voting purposes will be next to each name.
- The only names for which Board members can vote will be those of the nominees.
- If there is no contested election for Vice-Chair, then no vote is necessary. The person nominated will automatically become the Vice-Chair.
- If a vote is needed, the paper ballots will be distributed to Board Members who will vote for the candidate of his/her choice.
- Ballots will be collected by the President/CEO. The President/CEO, with the possible assistance of other officer(s) of the Corporation, will count the ballots within the Board Room.

- The results of the vote will be announced by the President/CEO. The ballots will be kept until the next election of the Board Vice-Chair and will be housed in the appropriate binder for Board agendas and minutes kept in the Office of the President/CEO. The ballots will be available for inspection upon written request.

GUIDELINES FOR BOARD MEMBERS ADDRESSING OPERATIONAL CONCERNS RAISED BY RESIDENTS

1. Operational concerns and requests brought to the attention of CA Board Members should always be referred to the staff for resolution.
2. The Staff will copy the Board Member(s) who brought the concern to the staff on any communication with the resident.
3. If the resolution of the issue involves a major policy change, it will be directed to the Board Operations Committee for placement on a Board agenda.

POLICY FOR RELEASE OF CLOSED MEETING MINUTES AND CONFIDENTIAL MATERIALS

Confidential memos and materials and closed meeting minutes will first be reviewed by the Board Operations Committee, which will determine (with input from CA's General Counsel) if the materials should be put on the consent agenda at the next Board meeting to be released to the public or not.

Guidance for the CA Representatives on the IA Board

Context

CA is in a partnership with the Inner Arbor Trust (IAT) for the timely creation of a park in Symphony Woods that is affordable and appropriate to the importance and beauty of the site. Since CA remains the landowner, has provided an easement to IA for the use of the land and has invested \$1.6 million in its execution, CA has a continuing role to play in the design, construction, and management of the project. Under the easement agreement between CA and IAT, CA has three seats on IAT's board of directors. Our members sit on that board to represent CA's interests and reflect the advice and concerns of the CA board. Our members also serve the Columbia community at large and ensure that the community's voice is heard in matters relating to the park. This unique role needs to be recognized and respected.

Guidance

CA's representatives should:

1. Clearly and respectfully communicate CA's positions to the IAT board and report back to the CA board IAT's plans, programs and activities, to the extent these are not confidential.
2. Stress the need that IAT be guided by principles of transparency and accountability and communications with the community. Examples that would demonstrate transparency include IAT regularly posting on its website easily accessible board minutes and detailed quarterly financial reports listing all income received and payments made. IAT should also publish plans, schedules, and budgets for completion of park amenities.
3. ~~Insist on~~ Advocate for regularly scheduled, monthly IAT board meetings with agendas and back-up materials distributed at least three days prior to meetings. CA representatives should also insist on regular progress reports along with notification of potential problems and how they are being addressed. IAT board members should be kept aware of activities taking place between meetings and generally oppose any attempt to bypass board participation through an executive committee or other structural changes that diminish the role of CA's representatives.
4. Encourage IAT to take advantage of recommendations from CA's Internal Audit staff regarding back-office functions affecting internal controls, financial oversight, regulatory observance, and governance.
5. Remind IAT that they must protect Symphony Woods from damage and that they should inform the community and CA, well in advance (at least 30 days), of scheduled events that will result in the closure to the general public of any portion of Symphony Woods. This will include any time required for set-up, tear-down or clean-up.
6. Remind IAT as appropriate that it is CA's position that the correct name of the park is "Symphony Woods," not "Merriweather Park at Symphony Woods."

7. Make clear that IAT is not the owner of Symphony Woods. CA owns Symphony Woods and has granted IAT an easement to the property. This should be properly recognized in any contracts, leasing agreements, sub-easements, etc.

8. To the extent possible, bring major or potentially controversial issues to the CA Board in advance for discussion and formulation of a position that can be conveyed to the IAT Board.

~~8-9.~~ Board members must not behave in ways that make collaboration difficult.



TO: COLUMBIA ASSOCIATION BOARD OF DIRECTORS
CC: JACKIE TUMA, SUSAN KRABBE, JANE DEMBNER
FROM: SHERI FANAROFF
RE: BOARD OF DIRECTORS ETHICS AND CONFLICTS POLICIES DRAFTED BY DICK BOULTON
DATE: APRIL 22, 2016

At the Board Operations Committee ("BOC") meeting on April 4, 2016, director Dick Boulton provided the BOC members with an ethics policy and a conflicts of interest "statement" that he drafted, which he believes should apply to the Columbia Association ("CA") Board of Directors and should replace - for that group only - CA's existing ethics and conflicts policies. There was no discussion of these draft policies by the BOC. Mr. Boulton moved that the BOC put these policies on the Board's agenda for its April 28, 2016 meeting. The motion passed by a vote of 3 in favor and 1 opposed. The way in which these draft policies were put on the Board's agenda raises procedural concerns because it violated the Board's three-reading policy, and the content of the policies and their application only to the Board raises substantive concerns.

I. Procedural Issues

The Three Reading Policy for Major Motions, approved by the Board on September 12, 2013 (a copy of which is attached to this memo), provides that a "motion that involves a major policy change . . . must be handled under the following procedure, unless an exception is made by a vote of two-thirds of the entire Board of Directors: 1. All motions shall originate [with] and be fully vetted by the appropriate committee. 2. All motions must remain in committee for at least two meetings. This requirement can only be waived by unanimous vote of the committee members present. 3. Once a committee has fully vetted an issue it may vote on a recommendation and send that recommendation to the full Board for consideration."

This three-reading policy of course will require revision as a result of the elimination of certain Board committees. Such revision is part of the draft revised Board Governing Documents to be considered by the Board on April 28th, and may be found in section B(6) of the Board Operating Procedures. (The text of that section is attached at the end of this memo.) At present, however, the existing three-reading policy is still in effect and is the policy that applied to the BOC's conduct on April 4.

Any decision by the Board as to whether to replace CA's existing ethics and conflicts of interest policies (as regards their application to the Board) with the policies drafted by Mr. Boulton clearly "involves a major policy change". Consequently, unless 2/3 of the Board (7 directors) had voted to the contrary, the three-reading rule applies. This means that Mr. Boulton's draft policies should have been fully vetted by the BOC during at least two BOC meetings before those policies were sent to the Board. This requirement could be waived only by a unanimous vote of the BOC, but the BOC's vote to put Mr. Boulton's draft policies on the Board agenda was not unanimous. The BOC also did not discuss these documents at all, much less "fully vet" them. In addition, the BOC did not make any recommendation to the Board regarding the policies; it simply put the policies on the Board agenda.

Given the above, unless 7 directors vote at the April 28, 2016 meeting to waive the three-reading rule with respect to consideration of Mr. Boulton's policies, it would violate that rule for the Board to vote on those policies on April 28. If the Board votes at its April 28 meeting to approve the revised Board Governing Documents posted as backup for that meeting, which include a revised three-reading rule, and if the Board wishes to further consider Mr. Boulton's policies, a second discussion of Mr. Boulton's draft policies would have to be placed on the agenda for the Board work session on June 9 (there is no work session in May), before the Board could then vote with respect to the policies at the Board meeting on June 23.

II. Substantive Issues

Mr. Boulton has prepared a draft "Columbia Association Board of Directors Ethics Policy" and a draft "Columbia Association Board of Directors Conflict of Interest Statement", which he proposes replace CA's current policies with respect to directors only. If approved, the policies prepared by Mr. Boulton would represent a significant departure from the policies currently in place, and would impose different standards of conduct on Board members and other CA personnel. As a result, if these policies were to be implemented, the CA Board and the officers/employees of CA would be subject to two different ethics and conflict of interest standards. This is likely to create additional complexity as well as inconsistency in enforcement, and sends a mixed message to CA officers and staff and the community about the Board's commitment to abide by these policies.

While there are no rules prohibiting board members from preparing such policies on behalf of an organization, best practices dictate that these types of important legal documents be prepared by legal counsel with experience regarding non-profit laws and policies. In addition, most organizations and commentators recommend that policies such as a Code of Ethics and Conflicts of Interest Policy be uniformly applicable to board members, officers, and employees.

A. Ethics Policy

The Ethics Policy prepared by Mr. Boulton is almost identical to a sample Ethics Policy provided by the Maryland Attorney General ("AG"). It appears that this sample policy (which was based on a form produced by the Minnesota Attorney General) was posted on the AG's website to assist small communities that do not have the internal expertise nor the financial resources to hire an outside expert to draft policies specific to their needs. That

sample policy is appropriate for small organizations, unlike CA, with extremely limited budgets and a narrow scope of potential ethical issues and conflicts of interest.

The Ethics Policy provided by Mr. Boulton appears lacking in the following areas:

1. No designated ethics officer is appointed. This is necessary to define responsibilities for reporting ethics violations and managing the reporting, disclosure, and remediation procedure.
2. There is no procedure for reporting and addressing violations. This reporting procedure is addressed in Section 14 of the CA Code of Business Conduct and Ethics (the "Ethics Code"), and is more fully addressed in CA's Policy for Reporting Violations of the Code of Business Conduct and Ethics (the "Reporting Policy").
3. The AG's sample ethics policy is overly general, extremely vague in many respects, lacks sufficient detail to provide actual guidance on appropriate conduct, and fails to include the following, among other provisions:
 - a. Provisions requiring CA Board members to comply with applicable laws (found in Section 2 of CA's Ethics Code).
 - b. Provisions regarding use of illegal drugs (found in Section 2 of CA's Ethics Code).
 - c. Provisions regarding the acceptance of gifts or illegal payments (found in Section 4 of CA's Ethics Code).
 - d. Provisions discussing the rules for participating in raffles, sweepstakes, or contests (found in Section 5 of CA's Ethics Code).
 - e. Rules and policies regarding confidential and proprietary information (found in Section 7 of CA's Ethics Code).
 - f. Recordkeeping provisions (found in Section 10 of CA's Code of Business Conduct and Ethics).
 - g. Explanation of the duties and responsibilities of the Board of Directors (found on pages 5-6 of CA's Code of Ethics and Conflicts of Interest Policy for Directors, Officers and Senior Team Leaders ("Conflicts Policy")).

B. Conflict of Interest Statement

The Conflict of Interest Statement prepared by Mr. Boulton is similar to the Conflict of Interest Policy used by the Reston Association, with several important modifications, discussed below. It should be noted that the Reston Association formed a Board Governance Committee in April 2015, which, according to the Work Plan issued by the Association in September 2015, was charged to "develop a board member code of conduct (aka Standards of behavior, Code of Ethics)." The anticipated completion date for that project is September 2016. Consequently, reliance on Reston's ethics documents may be misplaced since Reston is in the process of re-examining those documents.

Mr. Boulton's Conflict of Interest Policy, modeled as it is on Reston's policy, may be adequate for smaller organizations but suffers from the following deficiencies:

1. The definition of a “conflict of interest” is too narrow and not as well developed as the definition contained in the section entitled "Conflict of Interest Defined" on pages 2-3 of the CA Conflicts Policy. Although it appears that Mr. Boulton based his definition on an IRS glossary, it is obvious that such a source would focus only on financial conflicts, which are its area of concern, and not other types of conflicts.
2. The procedure regarding voting on contracts involving a conflict of interest is much more developed and detailed in the section entitled "Conflicts of Interest Regarding Contracts" on pages 3-4 of the CA Conflicts Policy. This is important because more detailed procedures provide guidance for CA Board Members and staff on how to handle conflicts of interest.
3. Reston Association’s conflict of interest policy fails to address the following issues, among others:
 - a. Recordkeeping provisions (found in the section entitled "Record Keeping" on page 4 of the CA Conflicts Policy).
 - b. Provisions regarding the taking of corrective action (found in the section entitled "Corrective Action" on page 4 of the CA Conflicts Policy).
 - c. Provisions regarding additional conflicts specific to CA directors (found in the section entitled "Additional Conflicts Provisions for Board Members" on page 4 of the CA Conflicts Policy).
 - d. Provisions regarding Board compensation (found in the paragraph on the bottom of page 4 and top of page 5 of the CA Conflicts Policy).
 - e. CA’s Financial Disclosure Form (which was based on a form used by the federal government) is much more detailed and comprehensive, ensuring that the CA Board more easily identifies and addresses potential conflict of interest issues.

Importantly, the Conflict of Interest Statement prepared by Mr. Boulton also contains several modifications to Reston's policy, which serve to further undermine his statement's effectiveness:

1. The Reston Association Conflict of Interest policy refers to a conflict of interest as potentially occurring when a director has a personal **OR** economic interest in a matter for consideration by the board. Mr. Boulton’s draft omits the word “or” each time this phrase is used, narrowing the scope of potential conflicts to only economic conflicts.
2. In the event a board member is found to have a conflict of interest, both Mr. Boulton’s and the Reston Association’s policies permit the conflicted board member to vote on the action. However, omitted from Mr. Bolton’s draft is the requirement that, in the event the conflicted director votes, the action on which the vote is taken must be approved by a disinterested majority of the board members. This concept is included in the Reston Association policy and is an essential component of an effective conflict of interest policy.

In addition, the "Dissemination and Acknowledgement of Policy" section of Mr. Boulton's draft Conflict of Interest Statement is inconsistent in multiple respects. Although Mr. Boulton's Conflict of Interest Statement purports to apply only to the Board of Directors, this section requires that the "President, Departmental Directors and Senior Staff" also execute

the conflict statement he has included in the draft. It is unclear why this requirement is imposed on CA employees when the remainder of the document does not apply to them. It also is unclear whether Mr. Boulton intends for senior employees to complete this statement in addition to or in lieu of the current disclosure form. Finally, even this section of the draft creates different ethical standards - as to directors, it states that the CEO "will provide" the Statement and "ask them" to execute it, but as to senior employees it states that they "shall complete and execute" it.

There does not appear to be any sound reason for different and less stringent standards to apply to the ethical conduct of the board of directors than apply to the ethical conduct of CA's employees.

C. Concerns Applicable to Both Mr. Boulton's Ethics Policy and Conflicts Statement

Mr. Boulton in providing his draft Ethics Policy and Conflict Statement to the BOC did not address the relationship between these proposed documents and the existing CA Reporting Policy. Therefore, it is unclear what process would apply to the receipt, investigation and implementation of corrective action with respect to ethics complaints made against Board members. Moreover, the Reporting Policy would require revision if Mr. Boulton's policies were adopted, whether or not it applied to complaints against directors.

It also should be noted that if Mr. Boulton's policies were adopted, this would necessitate revision of CA's Ethics and Conflicts Policies, which currently contain references to their application to CA directors.

The Three-Reading Policy for Major Motions

A motion that involves a major policy change or an expenditure of more than \$50,000 must be handled under the following procedure, unless an exception is made by a vote of two-thirds of the entire Board of Directors:

1. All motions shall originate and be fully vetted by the appropriate committee.
2. All motions must remain in committee for at least two meetings. This requirement can only be waived by a unanimous vote of the committee members present.
3. Once a committee has fully vetted an issue it may vote on a recommendation and send that recommendation to the full Board for consideration.

Approved by the CA Board of Directors on September 12, 2013

CA BOARD OF DIRECTORS OPERATING PROCEDURES

B. Special Rules of Order

6. Procedures for Major Motions: Major Motions to be considered by the CA Board at an open (regular) meeting must have first been discussed at two public CA Board Work Sessions. Once discussed, CA staff will prepare a motion to be presented to the CA Board at the next CA Board meeting following the second of those work sessions. Major Motions are adopted by a majority vote of the Board and, unless otherwise specified by the Board, are effective immediately after passage. By vote of 2/3 of those CA Board members present, the CA Board may at any time choose to treat a Major Motion as an ordinary motion, in which event it need not have been discussed at two work sessions. Major Motions are motions pertaining to the following subjects:
 - a. Expenditure of monies greater than \$50,000
 - b. Changes to the Corporate Bylaws
 - c. Changes to Corporate Policy
 - d. Changes to Board Operating Procedures
 - e. Any other Motion the Board may designate by majority vote as a Major Motion.

Columbia Association Board of Directors Conflict of Interest Statement

“A conflict of interest arises when a person in a position of authority over an organization, such as an officer, director, or manager, can benefit financially from a decision he or she could make in such capacity, including indirect benefits such as to family members or businesses with which the person is closely associated. For this purpose, a conflict of interest does not include questions involving a person's competing or respective duties to the organization and to another organization, such as by serving on the boards of both organizations, that do not involve a material financial interest of, or benefit to, such person.”

IRS 990 Glossary Conflict of Interest Definition

The Columbia Association (CA) is a nonprofit, tax-exempt organization. Maintenance of its tax-exempt status is important both for its continued financial stability and for public support. Therefore, the IRS as well as state regulatory and tax officials view the operations of CA as a public trust, which is subject to scrutiny by and accountable to such governmental authorities as well as to members of the public. The CA board, officers and employees have a fiduciary responsibility of administering the affairs of CA honestly and prudently, and of exercising their best care, skill, and judgment for the benefit of CA. These persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with CA or knowledge gained therefrom for their personal material financial interest or benefit. The interests of the organization must be the first priority in all decisions and actions.

A Director who may have a material personal economic interest, direct or indirect, in regard to a matter being considered by the CA Board of Directors shall disclose any such conflict before voting on the matter.

A Director aware of a contract proposed to be executed by the CA in which a Director may have a material personal economic interest, direct or indirect, shall immediately disclose that interest to the CA CEO. If the possible conflict involves the CEO, the Board must be notified.

A director has an "indirect" interest in any matter in which a material economic interest exists benefiting the Director's affiliated parties such as:

- any of the Director's immediate family members
- any entity served by the Director or an immediate family member as board or committee member, officer, trustee, partner or employee
- any entity in which the Director or an immediate family member has a material economic interest, direct or indirect, such as equity owner, creditor, consultant, lawyer, accountant or other independent contractor.

A "material" economic interest is any interest with a fair market value exceeding \$1,000 which has existed at any time during the previous year or is anticipated within the coming year.

The "immediate family member" of a Director includes a spouse, child (*natural, adopted or related by marriage*), parent, grandparent or sibling (*natural, adopted or related by marriage*) of

the director. The term also includes any other family member who resides in the same household as, or is financially dependent upon the Director, as well as anyone who shares living quarters with such director under circumstances resembling a marital relationship.

Nevertheless, a Director shall not be deemed to have a conflict of interest in any matter solely by reason of residence in that Director's village.

Action on Matters Involving a Conflict

A Director who has disclosed a possible conflict of interest regarding a matter, including contracts, pursuant to this Policy may participate in the discussion of the matter and may, at the Director's discretion, vote or abstain on the matter.

Minutes

The minutes of any meeting of the Board of Directors at which the disclosure of any conflict of interest is made by a Director as to a matter under consideration shall note such disclosure and note whether the Director was present for the vote on the matter and, if present, abstained or voted aye or nay.

Dissemination and Acknowledgement of Policy

Prior to the May Regular Meeting of the Board of Directors, the CEO shall provide each Board Director with a copy of this Policy and specifically ask them to read, complete and execute the Conflict of Interest Statement below.

The CEO, Departmental Directors, and Senior Staff of the Columbia Association shall also complete and execute similar statements.

Signed Conflict of Interest Statements shall be maintained by the Association and shall be retained as part of the Association's official books and records.

Conflict of Interest Statement

Please fill out the following and return it to the Columbia Association CEO. Any "Yes" responses must be explained in detail.

1. NAME OF EMPLOYEE OR BOARD MEMBER:

2. CAPACITY:

3. Have you or any of your affiliated parties provided services or property to CA in the past year?

4. Have you or any of your affiliated parties purchased services or property from CA in the past year?

5. Please indicate whether you or any of your affiliated parties had any direct or indirect interest in any business transaction(s) in the past year to which CA was or is a party?

6. Were you or any of your affiliated parties indebted to pay money to CA at any time in the past year (other than travel advances or the like)?

7. In the past year, did you or any of your affiliated parties receive, or become entitled to receive, directly or indirectly, any personal benefits from CA or as a result of your relationship with CA, that in the aggregate could be valued in excess of \$1,000, that were not or will not be compensation directly related to your duties to CA?

8. Are you or any of your affiliated parties a party to or have an interest in any pending legal proceedings involving CA?

9. Are you aware of any other events, transactions, arrangements or other situations that have occurred or may occur in the future that you believe should be examined by CA's board or a duly constituted committee thereof in accordance with the terms and intent of CA's conflict of interest policy?

I hereby confirm that I have read and understand the attached conflict of interest policy and that my responses to the above questions are complete and correct to the best of my knowledge and belief. I agree that if I become aware of any information that might indicate that this disclosure is inaccurate or that I have not complied with this policy, I will notify a designated officer or director immediately.

Signature

Date

Columbia Association Board of Directors Ethics Policy

It is the policy of Columbia Association that its board members uphold the highest standards of ethical, professional behavior. To that end, these members shall dedicate themselves to carrying out the mission of this organization and shall:

- Hold paramount the safety, health and welfare of the public in the performance of professional duties.
- Act in such a manner as to uphold and enhance personal and professional honor, integrity and the dignity of the profession.
- Treat with respect and consideration all persons, regardless of race, religion, gender, sexual orientation, maternity, marital or family status, disability, age or national origin.
- Engage in carrying out Columbia Association's mission in a professional manner.
- Collaborate with and support other professionals in carrying out Columbia Association's mission.
- Build professional reputations on the merit of services and refrain from competing unfairly with others.
- Recognize that the chief function of Columbia Association's at all times is to serve the best interests of its constituency.
- Accept as a personal duty the responsibility to keep up-to-date on emerging issues and to conduct themselves with professional competence, fairness, impartiality, efficiency, and effectiveness.
- Keep the community informed about issues affecting it.
- Conduct organizational and operational duties with positive leadership exemplified by open communication, creativity, dedication, and compassion.
- Exercise whatever discretionary authority they have under the law to carry out the mission of the organization.
- Serve with respect, concern, courtesy, and responsiveness in carrying out the organization's mission.
- Demonstrate the highest standards of personal integrity, truthfulness, honesty, and fortitude in all activities in order to inspire confidence and trust in such activities.
- Avoid any interest or activity that is in conflict with the conduct of their official duties.
- Respect and protect privileged information to which they have access in the course of their official duties.
- Strive for personal and professional excellence and encourage the professional developments of others.



Downtown Columbia Arts and Culture Commission Annual Report 2015-16

The Downtown Columbia Arts and Culture Commission respectfully submits the following as its 2015-16 annual report of activities to Howard County Government.

Overview

The Downtown Columbia Arts and Culture Commission was formed in 2013 with a mission to preserve the cultural significance of Merriweather Post Pavilion and promote expanded artistic and cultural opportunities in Downtown Columbia. It currently operates with five citizen and two *ex-officio* directors, with the support of one full-time executive director and paid professional services, including legal, accounting, and construction management. Operational and construction funding for the Commission has come in the form of grants from Howard County Government and the State of Maryland.

Since its founding, the Commission has steadily grown its organizational capacity and reach through partnerships and collaboration, and it looks to continue this growth in the year ahead. A significant milestone for the Commission will occur when the Howard Hughes Corporation transfers ownership of Merriweather Post Pavilion to the organization, which will then provide for a consistent, sustainable revenue stream, allowing the Commission to significantly expand its impact on artistic and cultural activities in Columbia. Given the importance of this ownership transfer and the Commission's growing responsibilities related to the renovation project at Merriweather, it has spent the majority of its time over the last year developing the resources and practices to meet the significant obligations entailed in this endeavor.

Merriweather Post Pavilion Project Overview and Update

The Commission and the Howard Hughes Corporation signed a Joint Development Agreement in the spring of 2014 which created a partnership for the redevelopment of Merriweather Post Pavilion. As part of this partnership, the Commission assumed significant responsibilities related to the project and its scope, timelines, and budgets. Planning for the redevelopment of Merriweather began in the fall of 2014, and work began in earnest in the winter of 2015.

Since that time, Phase I of the project—which included construction of new concessions, restrooms, and a box office in the West Plaza—has been completed, and construction on Phase II—a new stage house and back of house building—is well underway and should be substantially complete before the pavilion opens for the summer. (Please see the attached project description for more details.) Prior to approving each phase of development, the Commission's board received input and guidance from construction management consultants,



and as part of Phase II and in preparation for an ownership transfer, the Commission's construction management team has assumed a greater oversight role.

At the same time that the Commission has expanded its oversight of the construction, it has been working with Howard Hughes and others on a package of agreements related to the ownership transfer. As called for in the Joint Development Agreement, this package of documents must include a "Permanent Parking Solution" that is acceptable to all parties and Howard County Government. This ownership transfer is significantly more complicated than a traditional real estate transaction, but the parties involved have been working in good faith for several months and have made considerable progress towards agreement. At the time of this report—April 1, 2016—the agreements have not been finalized but are close to being so.

Also, during the summer of 2015, the Commission worked with many stakeholders in the Merriweather-Symphony Woods neighborhood of Downtown Columbia to develop a set of standards for shared stewardship of the intellectual property related to the Merriweather Post Pavilion brand.

The Commission has also increased its visibility as Merriweather's "steward" through outreach to key stakeholders, representation at meetings and hearings, and by publicly documenting the renovation project on its website and social media channels. The Commission will continue to expand its outreach, as well, in the coming months.

Program activities

After providing two sizeable grants to local arts organizations in FY2015 (which ended on June 30, 2015), the Commission put its grant program on hold for FY2016, owing to its focus on the construction and transfer of ownership at Merriweather. The Commission's board has continued to discuss internally refinements for its grantmaking efforts, as well as other programmatic opportunities—in particular, at Merriweather—and it expects to resume grantmaking and introduce programming in the coming year. The Commission has been involved in many discussions about Columbia's 50th birthday party in 2017, and it hopes to be a significant partner in the once-in-a-lifetime party.

Despite putting grantmaking on hold, the Commission has continued to engage with key partner organizations as it works to find the right opportunities and niche for this organization moving forward.

Organizational Development

The most significant development for the Commission as an organization was its creation of a full time executive director position and the hiring of Ian Kennedy for that role. Kennedy has a



long history of advocacy for Merriweather Post Pavilion and Downtown Columbia, including previously as a Commission board member, and he started full-time on January 1, 2016.

When it became clear that the Commission's obligations and the responsibilities warranted full-time work, the Commission's board members debated whether to contract for that work or create a staff position, ultimately deciding on the latter as a statement about their long-term intent for the organization. Therefore, creating this position brought with it a host of organizational needs that were met over the months leading up to January 1.

More publicly, the Commission now has its own website (www.dcacc.info) and an active social media presence. Furthermore (and as stated previously) its work has become more visible, being featured recently in the local newspapers.

Moreover, the Commission has been developing strategies and plans to better engage its stakeholders in the community, and more information about this work will be released publicly in the coming months.

Financial Activities

Attached is the Commission's Audited Financial Statements for FY2014, which ended June 30, 2014. Per the terms of our grant agreement with Howard County Government, audit and tax returns for FY2015 are nearing completion now and will be submitted as soon as they are available. Additionally, since our last annual report, the Commission has received its 501(c)3 designation from the Internal Review Service.

In general, the Commission's FY2015 financial activities were similar to those in FY2014. The following totals have not been audited, but are provided to offer an overview of activities. After starting the year with \$445,398, the Commission received an operating grant from Howard County Government in the amount of \$500,000. The majority of the Commission's \$154,369 in expenses during the year were related to legal and professional services (\$87,969), and most of those expenses were related to the continued negotiations involving the complex agreements related to the construction and transfer of ownership of Merriweather Post Pavilion. The Commission also distributed two grants totaling \$62,000 in FY15 to the Columbia Festival of the Arts and the Columbia Center for the Theatrical Arts to support performances in Downtown Columbia. It finished the year with a balance of \$792,167 (again, not audited).

The Commission also entered into a trust agreement with Howard County Government for a grant of \$9.5 million in FY15 to support the Merriweather Post Pavilion renovation project per the terms of the Joint Development Agreement with Howard Hughes. As of April 1, 2016, the funds from that trust account have been unlocked and deposited into a construction account at



Howard Bank, where they will be held until the first approved draw takes place according to the terms of the agreements signed as part of the initial Joint Development and Grant Agreements.

Finally, the Commission was awarded a \$2 million matching grant from the State of Maryland as part of the state's FY16 budget to support an enhanced scope of renovations at the pavilion. The process to receive this funding is currently underway with the relevant state departments.

Attached is a copy of the Commission's FY2016 approved budget. As in years past, the budget provides considerable funding for legal and other professional services, including funding for a consultant to help the Commission oversee the Merriweather renovation project. Additionally, it includes funding for salary, benefits, taxes, and related payroll expenses to account for the new executive director position. As mentioned earlier, it does not include funding for a grant program but the Commission expects to begin granting again early in the next fiscal year (there is still funding set aside as part of the first grant from Howard County Government for re-granting). Finally, the budget assumed a transfer of Merriweather ownership prior to the end of this fiscal year and included potential rent payment from the pavilion's operations. However, it is unclear at this point whether that transfer and associated revenue will materialize in this fiscal year.

Outlook

The Commission's future outlook is still somewhat uncertain, but elements that would lead to long-term viability and sustainability for the organization are present. New and renovated facilities at Merriweather are being built, at the same time the organization is building itself. Progress has been made on negotiations for the transfer of ownership at Merriweather, but there is no firm timeframe for this process to reach completion.

The Commission recognizes the important role it plays for the community and the great responsibility embedded in its mission and founding. But it also recognizes that its work has just begun, and in order to build for success in the long term, the Commission is continuing to proceed in a diligent, measured manner to ensure the greatest and most lasting impact from its work.

Board Request Tracking Log
FY 16
As of April 22, 2016

	A	B	C	D	E	F
1	<u>Originator</u>	<u>Issue/Task Description</u>	<u>Origination Date</u>	<u>Assigned To (Department)</u>	<u>Due Date</u>	<u>Closed Date</u>
2	Alan Klein	Would it be possible for you to prepare a summary of the specific bills which CA lobbied about and their disposition?	5/1/2015	General Counsel	5/29/2015	5/13/2015
3	Gregg Schwind	Can we get good numbers on exactly how many people have taken advantage of our senior discount for gym memberships since the inception of the senior discount 2-3 years ago?	4/23/2015	Communications & Marketing	6/23/2015	6/23/2015
4	Gregg Schwind	How many Haven members are 65+? Why is there no reference to the senior discount on the Haven site or in the Haven membership materials?	4/23/2015	Communications & Marketing	6/23/2015	6/23/2015
5	Gregg Schwind	How are we marketing our senior discount to older adults? Why is there no reference to the senior discount on the CA website?	4/23/2015	Communications & Marketing	6/23/2015	6/23/2015
6	Gregg Schwind	Can we get numbers on Older Adult gym and pool memberships (single facility and PP and pools only) for the past year or several years to see if there is a trend (i.e., are we gaining or losing older adults in our fitness facilities and pools)?	4/23/2015	Communications & Marketing	6/23/2015	6/23/2015

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As of April 22, 2016

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1	<u>Originator</u>	<u>Issue/Task Description</u>	<u>Origination Date</u>	<u>Assigned To (Department)</u>	<u>Due Date</u>	<u>Closed Date</u>
7	Reg Avery (on behalf of Barbara Russell)	What is the specific amount of insurance that CA carries for the IAT property? What does it cost annually? What specifically does it cover? Does it cover the liability for public events such as Wine in the Woods that ar held on the property? What, if any, obligation does IAT have for insuring the property and who legally authorizes the outside events like Wine in the Woods- IAT or CA?	4/7/2015	Chief Financial Officer	5/7/2015	5/13/2015
8	Gregg Schwind	Who can qualify for reduced-price memberships and what paperwork does CA require to make that determination?	8/27/2015	Communications & Marketing	9/30/2015	9/22/2015
9	Chao Wu	Please provide the numbers of full-time, part-time, and temporary employees and the corresponding salary and bonus expenses for 2011 through 2015	10/19/2015	CFO's Office	11/12/2015	11/11/2015

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FY 16
As of April 22, 2016

	A	B	C	D	E	F
1	<u>Originator</u>	<u>Issue/Task Description</u>	<u>Origination Date</u>	<u>Assigned To (Department)</u>	<u>Due Date</u>	<u>Closed Date</u>
10	Chao Wu	Please have CA staff work with the 3 villages that have 1-year terms for the Columbia Council representatives to determine how they could change to 2-year terms and whether or not they are willing to do so.	02/12/16	General Counsel; Office of Planning and Community Affairs	To Be Determined	
11	Chao Wu	Please respond to questions re: review of computer data in his e-mail of 2-22-16	2/22/2016	General Counsel	3/22/2016	2/28/2016
12	Gregg Schwind	Please provide the number of on-line memberships purchased since the on-line system was established. If possible, please break down by type (PPP, PP, pools, golf, etc.).	2/26/2016	Communications & Marketing	3/26/2016	2/29/2016; 3/16/16

Resident Request Tracking Log
FY 16
As of April 21, 2016

	A	B	C	D	E	F
1	<u>Originator</u>	<u>Issue/Task Description</u>	<u>Origination Date</u>	<u>Assigned To (Department)</u>	<u>Due Date</u>	<u>Closed Date</u>
2	Tom and Ginger Scott	Does CA continue to distinguish between Board members and CA employees in the tax reporting of Package Plan memberships and, if so, the rationale behind that distinction.	5/3/2015	Chief Financial Officer	6/3/2015	5/8/2015
3	Joel Hurewitz	What document or policy, if any, provides for the President to preside at Members Meetings when Section 4.02 of the Bylaws gives this responsibility to the Chairperson of the Board, and Section 4.03 gives this responsibility to the Vice-Chairperson in the absence of the Chairperson and Section 4.04 does not specifically give this responsibility to the President?	4/9/2015	General Counsel	6/1/2015	5/27/2015
4	Joel Hurewitz	What document or policy, if any, provides for an annual organizational meeting, separate and distinct from the Members Meeting, of the Columbia Council when SEVENTH (1) of the Charter states that "The members of the Corporation shall be the Columbia Council	4/9/2015	General Counsel	6/1/2015	5/27/2015

Resident Request Tracking Log
FY 16
As of April 21, 2016

	A	B	C	D	E	F
1	<u>Originator</u>	<u>Issue/Task Description</u>	<u>Origination Date</u>	<u>Assigned To (Department)</u>	<u>Due Date</u>	<u>Closed Date</u>
5	Joel Hurewitz	What document or policy, if any, provides for the election of a Chair and Vice-Chair of the Columbia Council separate and distinct from the Chairperson and Vice-Chairperson of the Board of Directors?	4/9/2015	General Counsel	6/1/2015	5/27/2015
6	Joel Hurewitz	What document or policy, if any, provides for the backdating of the appointment of Members and Board of Directors especially in light of the amendments to SEVENTH (3) of the Charter which provides that "Each member and director so elected shall serve as such until the end of his/her term as Columbia Council Representative or until his or her successor is duly elected and qualifies, whichever is later" with the May organizational meeting being later than the election of the Council Representative?	4/9/2015	General Counsel	6/1/2015	5/27/2015

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1	<u>Originator</u>	<u>Issue/Task Description</u>	<u>Origination Date</u>	<u>Assigned To (Department)</u>	<u>Due Date</u>	<u>Closed Date</u>
7	Joel Hurewitz	What document or policy, if any, provides for the backdating of the appointment of the Executive Officers when Section 4.01 of the Bylaws provides that "Each such officer shall hold office until the first meeting of the Board of Directors after the annual meeting of members next succeeding his or her election, and until his or her successor shall have been duly chosen and qualified"?	4/9/2015	General Counsel	6/1/2015	5/27/2015
8	Robert E. Slattery	He would like to see the application Prescott College made for grants from CA and to better understand the evaluative process that led to the grants to Prescott College.	9/8/2015	Community Services	10/8/2015	9/17/2015
9	Tom Scott	Would like a link to the data on which CA based statements re: Sport and Fitness FY 16 revenue and expenditures in its letter in the August 20, 2015 Columbia Flier	9/14/2015	Chief Financial Officer	10/14/2015	9/24/2015

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1	<u>Originator</u>	<u>Issue/Task Description</u>	<u>Origination Date</u>	<u>Assigned To (Department)</u>	<u>Due Date</u>	<u>Closed Date</u>
10	Shareen Warshanna	Please confirm that none of the volunteers or employees of CA carries any concealed weapons or fire arms within any facility owned, rented, leased or sponsored by CA	10/29/2015	General Counsel	11/29/2015	11/10/2015
11	Shareen Warshanna	Please confirm that none of CA's volunteers or employees are active members of any adverse organizations that promote violence against adversity, which includes organizations against color, race, national origin, religion, etc.	10/29/2015	General Counsel	11/29/2015	11/10/2015