

**Minutes of the
BOARD OF DIRECTORS MEETING
Held September 26, 2019**

Approved: October 24, 2019

A meeting of the Columbia Association Board of Directors was held on Thursday, September 26, 2019 at Columbia Association headquarters. Present were Chairman Andrew Stack, Vice Chair Virginia Thomas, and members Dick Boulton, Renee DuBois, Lin Eagan, Janet Evans (arrived at 7:52 p.m.), Alan Klein (via phone), Milton W. Matthews, Nancy McCord, Rafia Siddiqui, and Shari Zaret. Also present were CA Vice President/CFO Susan Krabbe and General Counsel Sheri Fanaroff.

1. Call to Order: The Board of Directors Meeting was called to order at 7:07 p.m. by Chairman Andrew Stack. Mr. Stack announced the directors in attendance and reminded attendees that the meeting was being live-streamed and recorded. Mr. Stack noted Mr. Klein was participating via phone.

2. Announcement of Closed/Special Meetings Held/To Be Held: none

3. Approval of Agenda

Action: Ms. McCord moved to approve the agenda. Ms. Siddiqui seconded the motion, which passed unanimously.

4. Disclosure of Conflict of Interest: none

5. Resident Speakout:

- (a) Pat Hersey, Oakland Mills, spoke about the climate emergency declaration and plastic reduction.
- (b) Roxana Sequoia Beltran, Harper's Choice, spoke about the climate emergency declaration.
- (c) Meagan Braganca, Ellicott City, spoke about the climate emergency declaration.
- (d) Defre Demireuier, Long Reach, spoke about the climate emergency declaration.
- (e) Tom Scott, Wilde Lake, spoke about golf course finances.
- (f) Ruth Auerbach, Kings Contrivance, spoke about the climate emergency declaration.
- (g) Alisa Niefeld-Batiz, Oakland Mills, spoke about the climate emergency declaration and plastic reduction.
- (h) Joel Hurewitz, Harper's Choice, spoke about the climate emergency declaration.

6. Reports/Presentations – Part One

(a) Financial Reports

- 1. FY 20 1st Quarter Financial Report
- 2. FY 20 1st Quarter Financial Statements

Ms. Krabbe noted the Audit Committee reviewed the financial reports at its meeting on September 23, 2019.

(b) Dashboard and Quarterly Update on Membership Information

Ms. Krabbe pointed out the table describing the metrics and called the Board's attention to Metric 1a, which was added at the Board's request. No changes in the metrics were noted.

Ms. Krabbe called the Board's attention to the Membership Market Share section of the Advertising Effectiveness Report. Significant growth in Columbia Cards was noted, as was growth in Columbia Resident Membership, Market Share including Columbia Cards, and Market Share excluding Columbia Cards.

Sport and Fitness Director Dan Burns gave an overview of Clarabridge survey results. This was the second consecutive quarter in which Columbia Association received a Net Promoter Score (NPS) of approximately

40%. The Effort score, which indicates a perception of how easy or hard it is to do business with CA, also decreased, indicating responders found it easy to do business with CA. Mr. Stack noted the Word chart continued to be positive.

7. Board Action

- (a) Consent Agenda
 - 1. Approval of Minutes of July 25, 2019 BOD meeting
The minutes were approved by consent.

8. Board Votes

- (a) President/CEO's Strategic Initiatives for FY 2020
Mr. Matthews reviewed his three suggested strategic initiatives for FY 2020. Board members commented positively on strategic priorities nos. 2 and 5, but had questions regarding strategic priority no. 4. Concerns focused on how the strategic initiative, as written, would strengthen the relationship between CA and the villages, and whether other community groups should be involved.

Action: Ms. DuBois moved to accept Strategic Priority No. 5. Ms. Thomas seconded the motion, which passed unanimously.

Action: Ms. Evans moved to accept Strategic Priority No. 2. Ms. Thomas seconded the motion, which passed unanimously.

Action: Ms. DuBois moved to table Strategic Priority No. 4 until a Board meeting to be held on October 10, 2019, following adjournment of the Board work session. Ms. Siddiqui seconded the motion, which passed unanimously.

- (b) IRS Form 990
Ms. Krabbe reviewed an updated version of IRS Form 990, which featured corrections to errors noted by the Audit Committee at its September 23, 2019 meeting.

Action: Ms. Siddiqui moved that the Board accept IRS Form 990 as revised. Ms. DuBois seconded the motion, which passed unanimously.

9. Board Discussion

- (a) Climate Emergency Declaration
Jeremy Scharfenberg, CA's energy manager, spoke about CA's advocacy role in climate control, noting the organization has been proactive in this area for several years. Board members discussed the climate emergency resolution and asked questions about some of its provisions.

Action: Ms. Thomas moved that the Board of Directors suspend the rules to allow a vote on the "Resolution to Recognize a Climate Emergency and to Advocate regarding Emergency Mobilization Efforts to Help Restore a Safe Climate." Ms. DuBois seconded the motion, which passed by a vote of 8-2-0.

For: Mr. Boulton and Mmes. DuBois, Eagan, Evans, McCord, Siddiqui, Thomas, and Zaret

Against: Messrs. Klein and Stack

Abstain: None

Action: Ms. Evans moved to approve the climate emergency resolution (i.e., "Resolution to Recognize a Climate Emergency and To Advocate Regarding Emergency Mobilization Efforts to Help Restore a Safe Climate"). Ms. Zaret seconded the motion, which passed unanimously.

- (b) Single Use Plastics

Mr. Burns updated the Board on CA's "Healthy Planet, Healthy You" challenge. Beginning in October, CA will phase out offering plastic bags for wet swimsuits and paper cups for water at Columbia Athletic Club, Columbia Gym, Columbia Swim Center, Haven on the Lake, and Supreme Sports Club. Biodegradable cups for hot beverages will continue to be offered, but use of travel mugs will be encouraged.

10. Chairman's Remarks

Mr. Stack submitted a written report. He also reported that Mr. Matthews was named one of "Maryland's Most Admired CEOs" by *The Daily Record*.

11. Reports/Presentations – Part Two

(a) President's Report

Mr. Matthews submitted a written report. Discussion focused on issues with Dayforce, which are being resolved, and different overtime pay rates for outdoor and indoor lifeguards. Ms. Thomas congratulated the sales team on the recently negotiated corporate membership for Medstar Health.

(b) Report from the CA Representatives to the Inner Arbor Trust ("the Trust") Board of Directors

Ms. Eagan distributed a report. Discussion focused on potential simultaneous events in December, one hosted by IMA and the other by the Trust, requiring use of CA and Trust land. Factors such as safety concerns, environmental issues caused by vehicles driving through Symphony Woods Park, licensing and insurance, and existing access were included in the conversation.

Mr. Stack requested Ms. Fanaroff and Mr. Matthey to research the five easements between Columbia Association and Merriweather Park currently in place, and determine which areas of the park are available for use by IMA and the Trust.

12. Tracking Forms

(a) Tracking Form for Board Requests – Not discussed due to the late hour of the meeting.

(b) Tracking Form for Resident Requests – Not discussed due to the late hour of the meeting.

13. Potential New Topics – None were put forth.

14. Talking Points: The Talking Points were read by Executive Assistant Janet F. Loughran.

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

Respectfully submitted,

Janet F. Loughran
Executive Assistant to the President/CEO