

**Minutes of the
BOARD OF DIRECTORS MEETING
Held: February 25, 2016**

Approved: March 24, 2016

A meeting of the Columbia Association Board of Directors was held on Thursday, February 25, 2016, at the Columbia Association Building. Present were Chairman Andrew Stack and members Reg Avery, Dick Boulton, Janet Evans, Jeanne Ketley, and Nancy McCord. Also present was CA President/CEO Milton W. Matthews.

1. Call to Order: The Board of Directors Meeting was called to order at 7:00 p.m. by the Chairman, Andy Stack.

2. Vote to Hold a Closed Meeting of the CA Board of Directors

Action: Mr. Avery moved to hold a closed meeting of the CA Board of Directors. Ms. Evans seconded the motion, which passed unanimously. Vote: 6-0-0.

For: Messrs. Avery, Boulton, and Stack, and Mses. Evans, Ketley, and McCord
Against: None
Abstain: None

3. Closed Meeting of the CA Board of Directors

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

The **Board of Directors** held a closed meeting at the Columbia Association Building on February 25, 2016. Members present were: Reg Avery, Dick Boulton, Brian Dunn (arrived at 7:05 p.m.), Janet Evans, Jeanne Ketley, Nancy McCord, and Andrew Stack. CA President/CEO Milton Matthews also attended. The vote to close the meeting was 6-0-0.

For: Messrs. Avery, Schwind and Stack, and Mses. 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)(iii) consultation with legal counsel on legal matters; and (4)(v) Investigative proceedings concerning possible or actual criminal misconduct. The meeting was closed from 7:03 p.m. until 7:28 p.m.

Present when the open meeting reconvened at 7:33 p.m. were Chairman Andrew Stack and members Reg Avery, Dick Boulton, Brian Dunn, Janet Evans, Jeanne Ketley, Alan Klein (via phone), Nancy McCord, and Chao Wu. Also present were CA President/CEO Milton W. Matthews, and Chief Staff Liaisons Susan Krabbe and Norma Heim, General Counsel Sheri Fanaroff and Governance Chief of Staff Jane Dembner.

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

Action: Mr. Avery moved that the agenda be approved as presented. Ms. McCord seconded the motion, which passed unanimously. Vote: 9-0-0.

6. Disclosure of Conflicts of Interest: None

7. Resident Speakout: None

8. Approval of Minutes of January 28, 2016

Action: Mr. Avery moved that the minutes of January 28, 2016 be approved. Mr. Chao seconded the motion. Mr. Matthews said the beginning of Line 57 should be changed to read “New Town Zoning Review Process...” and the word “development” should be deleted. The minutes were unanimously approved as corrected. Vote: 9-0-0.

Approval of Minutes of February 11, 2016

Action: Ms. McCord moved that the minutes of February 11, 2016 be approved. Mr. Avery seconded the motion, which passed unanimously. Vote: 9-0-0.

9. Chairman’s Remarks: Mr. Stack announced upcoming events:

- February 29: BOC meeting
- March 1: Excite Columbia begins its next series
- March 7: Audit Committee meets
- March 10: Board work session

Mr. Stack also thanked staff for presenting two information sessions for individuals interested in running as a candidate for the Columbia Association Board of Directors, and suggested having similar sessions for the general public.

10. President’s Report: In response to a question from Mr. Stack, Dennis Matthey said a meeting regarding the Long Reach regarding indoor tennis was well attended and residents gave good suggestions.

Mr. Matthews said:

- CA held a thank-you lunch for staff that helped with snow removal during the major snowstorm in January.
- CA is getting noticed for its energy management efforts.
- Haven on the Lake membership is increasing.
- Columbia has applied to be a bicycle-friendly community; few communities in Maryland have this designation.
- The February 25th issue of the *Columbia Flier* included an article about weekly chess club events offered by Howard County Police Department at CA’s Teen Center in Oakland Mills.
- CA has 23 outdoor pools and four indoor pools that got an “exceed” rating after an unannounced audit by CA’s consultant.

Mr. Boulton suggested that the President’s Reports be posted on CA’s website.

11. Committee Chairs’ Remarks:

- (a) Board Operations Committee: Meeting is scheduled for February 29.
- (b) External Relations Committee: Mr. Boulton asked how the Board will learn of proceedings during closed meetings of the Architectural Review Committee. Ms. Fanaroff explained that the Board decides annually which closed meeting minutes to release. In response to a question from Mr. Klein, Mr. Stack said the BOC can discuss whether minutes of closed meetings should be posted on a secure website that only Board members can access.
- (c) Planning and Strategy Committee: Mr. Wu suggested that staff prepare an orientation manual for new Board members.
- (d) Strategic Implementation Committee: none

Mr. Schwind joined via phone at 7:47 p.m.

- (e) CA Representatives to the Inner Arbor Trust Board of Directors: Mr. Boulton said the IAT Board met one evening in CA’s boardroom, and suggested that the CA and IAT boards hold a joint meeting soon. He noted the IAT Board must put together a business plan for how to raise the \$30 million needed to complete the additions to the park after the Chrysalis is completed. Mr. Schwind said the IAT Board approved financial statements for the second quarter. Mr. Matthews concurred that funding for other aspects of the project is not yet in place.

12. Recommendations for Board Action

(a) Consent Agenda – None

(b) Recommendations for Action

1. Approve Annual Charge Rate for FY 17

Action: The Board unanimously approved the PSC’s recommendation to approve the annual charge for FY 17. Vote: 10-0-0.

2. Approve Proposed FY 17 Rates

Action: The Board approved the PSC’s recommendation to approve the proposed FY 17 rates. Vote: 9-1-0.

For: Messrs: Avery, Boulton, Dunn, Klein, Schwind, Stack and Wu, and Meses. Ketley and McCord.

Against: Ms. Evans

Abstain: None

3. Approve Proposed FY 17 Capital Budget

Action: The Board unanimously approved the PSC’s recommendation to approve the proposed FY 17 Capital Budget.

4. Approve Proposed FY 17 Operating Budget

Action: The Board unanimously approved the PSC’s recommendation to approve the proposed FY 17 Operating Budget.

5. Approve Proposed Conditional FY 18 Capital Budget

Action: The Board unanimously approved the PSC’s recommendation to approve the proposed Conditional FY 18 Capital Budget.

6. Approve Proposed Conditional FY 18 Operating Budget

Action: The Board unanimously approved the PSC’s recommendation to approve the proposed FY 18 Conditional FY 18 Operating Budget.

7. Approval of February 4, 2016 Board of Directors Work Session Suggestion to Suspend the Rules Regarding Board Operating Committees (External Relations, Planning and Strategy, Strategic Implementation) for the months of March 2016 and April 2016

Action: Ms. McCord moved that the Board suspend its rules regarding Board operating committees for the months of March 2016 and April 2016. Mr. Avery seconded the motion, which passed unanimously.

13. Committee Agendas

(a) Planning and Strategy Committee

1. Discussion:

(a) Presentation: An Overview of Community Association and Columbia Association Roles and Financial Responsibilities

Internal Audit Director Jackie Tuma and Planning and Community Affairs Director Jane Dembner gave an overview of the 10 village community associations and their relationship with CA. The presentation outlined each organization’s operational and financial responsibilities.

Mr. Schwind arrived at 8:20 p.m.

Board members asked several questions seeking clarification about a contingency fund that can be used by any of the villages, and about whether the formula that determines the villages’ assessment share should be changed.

(b) Board Work Plan for Calendar Year 2016

Action: Mr. Wu moved that the PSC recommend that the Board focus on the following issues in its work plan for calendar year 2016:

- Membership rates
- How to make CA clubs and facilities more competitive
- How we see our role in the community and how to shape the community in the future

Ms. McCord seconded the motion, which passed. Vote: 2-1-0.

For: Ms. McCord and Mr. Wu

Against: Ms. Ketley

Abstain: None

(b) Strategic Implementation Committee

1. Discussion

(a) Committee Tracking Form – no additions

(c) External Relations Committee

1. Discussion

(a) Committee Tracking Form

In response to a question from Mr. Klein about CA's Advisory Committees, Mr. Matthews said the staff is still looking at the varying roles of the committees and has not implemented recommendations the Board made in 2014.

14. Tracking Forms

(a) Tracking Form for Board Requests: Board members discussed Mr. Wu's request that CA staff determine whether three villages are interested in increasing their Columbia Council representatives' terms from one year to two years and, if so, how it would be done. Ms. Fanaroff said CA will speak with the boards of those villages to gauge their interest in lengthening the time their representatives serve.

(b) Tracking Form for Resident Requests: Mr. Avery asked that all Board members be given copies of a document that Barbara Russell provided during the last Board meeting.

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

16. Adjournment: The meeting was adjourned at 9:40 p.m.

Respectfully submitted,
Valerie Montague
Recording Secretary