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DRAFT MINUTES
BOARD OPERATIONS COMMITTEE MEETING
HELD JANUARY 4, 2016

To be Approved: February 1, 2016

7 The monthly meeting of the Board Operations Committee (BOC) was held on Monday,
8 January 4, 2016 at 7:30 p.m. at the Columbia Association Building. Present were BOC members
9 Andrew Stack, Dick Boulton, and Chao Wu. Board Members Alan Klein (who represented the
10 Strategic Implementation Committee until Janet Evans participated via teleconference) and
11 Nancy McCord were also present. Janet Evans participated via teleconference beginning at
12 7:40 p.m. and represented the Strategic Implementation Committee. Also present were
13 Governance Chief of Staff Jane Dembner and Chief Staff Liaisons Susan Krabbe, Norma Heim,
14 and Janet Loughran. General Counsel Sheri Fanaroff participated via teleconference. Jackie
15 Tuma, chief staff liaison to the Audit Committee, was present in the audience.

- 17 1. **Call to Order:** The meeting was called to order at 7:35 p.m. by the Chairman, Andrew
18 Stack.
19
20 2. **Announcement of Closed/Special Meetings Held/To Be Held:** None.
21
22 3. **Approval of the Agenda:** Mr. Boulton moved to approve the agenda; Mr. Wu seconded.
23 **Action:** The BOC voted unanimously to approve the agenda.
24
25 4. **Resident Speakout:**
26 Joel Hurwitz, Harper's Choice, spoke about release of closed meeting minutes, naming of
27 Symphony Woods and the Crescent, and inclusion of material in CA's proposed conflicts of
28 interest policies.
29
30 5. **Approval of the Minutes:** Mr. Wu moved to approve the minutes of the
31 November 30, 2015 meeting. Mr. Boulton seconded. The minutes were approved by a vote
32 of 3-0-1.
33 For: Messrs. Boulton, Stack, and Wu
34 Against: None
35 Abstaining: Mr. Klein

- 36
37 6. **Administrative Items:**
38 (a) **Process for Review of Board Committee Meeting Structure and Development of**
39 **2016 Board Work Plan**
40 Ms. Dembner reviewed the two components of the revival of the CA Board's strategy-
41 making process: (1) development of a "work plan" under the auspices of the Planning and
42 Strategy Committee which would focus on strategic priorities of the Board in calendar
43 year 2016 and be formulated within the context of CA's existing five year strategic plan
44 and (2) re-examination of the way in which the Board standing committees meet and how
45 the monthly Board meeting schedule might change to afford more time for monthly work
46 sessions of key topics and issues related to the organization and community. It was

47 suggested that Mr. Doug Eadie, who worked with CA in the past on governance issues,
48 be re-engaged to work with CA again.

49
50 Discussion focused on the two components. BOC members were in favor of developing a
51 work plan for CY 2016. However, there were varying opinions on the process for
52 proceeding with a review of the governance structure and whether an outside consultant
53 was needed to assist in that process.

54
55 **Action:** Mr. Stack suggested that development of a work plan for calendar year 2016 be
56 discussed by the Planning and Strategy Committee at the January 14, 2016 Board of
57 Directors meeting. Mr. Stack will work with Mr. Matthews to convene a work session of
58 the Board of Directors to discuss the review of the governance structure in greater detail.

59
60 **(b) Guidelines for CA Board Members Serving as Representatives on the Inner Arbor**
61 **Trust Board of Directors**

62 The BOC reviewed the two supporting documents. The first was a memo from CA's
63 General Counsel regarding the role of CA Board members who also serve as directors of
64 the Inner Arbor Trust (IAT). That memo provided guidance regarding balancing their
65 roles as directors of both corporations. The second was a document from CA Board
66 Member Richard Boulton which encouraged IAT to take into consideration CA's
67 positions regarding several issues.

68
69 Mr. Boulton moved his memo be forwarded to the CA Board of Directors as instructions
70 for CA Board members serving as representatives on the IAT board. There was no
71 second to the motion and discussion continued.

72
73 Mr. Stack suggested including the following statements in Mr. Boulton's document: (1) it
74 is the responsibility of the CA representatives to the IAT Board to clearly and
75 respectfully communicate CA's positions to the IAT Board, and (2) it is the responsibility
76 of the CA representatives to the IAT Board to report back to the CA Board.

77
78 **Action:** Mr. Boulton moved the BOC forward the guidelines on page 10 of the BOC
79 packet (Mr. Boulton's document) to the Board of Directors with the inclusion of
80 statements that it is the responsibility of CA's representatives to the IAT to communicate
81 to the IAT CA's positions clearly and respectfully, and it is their responsibility to report
82 back to the CA Board. Mr. Wu seconded the motion, which was unanimously approved.

83
84 After approval of the motion, there was discussion about the wording in the second
85 sentence in item 4 of Mr. Boulton's document. It was decided to change the wording
86 from "We continue to hold that position" to "We affirm that position." In response to a
87 separate but related discussion, staff will research the CA Board's previous discussion
88 and position on the Symphony Woods Park name.

89
90 **(c) Proposed Orientation and Organizational Schedule for FY 17**

91 The BOC reviewed the proposed schedule. It was noted that the CA President/CEO plans
92 to schedule an information session for potential candidates for the CA Board of Directors.

93 **Action:** Mr. Wu moved that the BOC send the Proposed Orientation and Organizational
94 Schedule for FY 17 to the Board for approval. Mr. Boulton seconded the motion, which
95 passed unanimously.
96

97 7. **Tracking Forms:** The BOC reviewed the tracking forms for the External Relations,
98 Planning and Strategy, Strategic Implementation, and Board Operations Committees.
99

100 External Relations Committee Tracking Form: Potential dates for the two remaining
101 stakeholders dinners will be available by January 28, 2016. The ruling on the Snowden River
102 Development has been appealed and CA will file and present testimony as before.
103

104 Planning and Strategy Committee Tracking Form: The development tracker is updated
105 monthly and posted on the CA website. It is also included in the monthly President's Report.
106 Staff will send the link to Mr. Wu.
107

108 8. **Finalize Proposed Agendas for upcoming Board of Directors Meetings:** The BOC
109 reviewed the proposed agendas for the January 14, 2016 and January 28, 2016 Board of
110 Directors meetings.

111 **Action:** Mr. Wu moved to approve the amended agenda for January 14, 2016. Mr. Boulton
112 seconded the motion, which passed unanimously.

113 **Action:** Mr. Boulton moved to approve the proposed agenda for January 28, 2016. Mr. Wu
114 seconded the motion, which passed unanimously.
115

116 9. **Possible Topics for Future Board Discussion:** The topic of researching and providing
117 reasons for two-year terms on the CA Board of Directors to the three villages that do not
118 have them will be added to the BOC tracking form.
119

120 10. **Talking Points:** The Talking Points were presented by Janet Loughran.
121

122 11. **Adjournment:** The meeting adjourned at 8:50 p.m.
123

124 Respectfully submitted,
125

126 Janet F. Loughran

127 Executive Assistant to the President/CEO