![Columbia Association logo]

December 23, 2015

To: Members of the Board Operations Committee (BOC)
               Milton W. Matthews, President/CEO

From: Jane Dembner, AICP
               Director of Planning and Community Affairs;
               Governance Chief of Staff

cc: Columbia Association Board of Directors (Board)

Subject: Discussion and Proposed Approach for 2016 Work Plan Development and Governance Structure Fine-tuning

Background

In November 2015, the Board agreed to revive CA's strategy-making process and, as part of that process, to develop a "Work Plan" which will focus on strategic priorities for the Board for calendar year 2016. The strategic priorities for the Board will be formulated within the context of Columbia Association's (CA) existing five-year Strategic Plan.

In addition to a discussion of strategic issues and priories for the organization, the Board recently (June 2015) expressed a desire to re-examine the way in which its standing committees meet and to examine how its monthly meeting schedule might change to afford more time for monthly work sessions of key topics and issues related to the organization and community.

Both the strategy making process and the re-examination of how the Board conducts its meetings are related to Board governance.

Staff would like to begin a discussion with the BOC about these issues at the January BOC meeting, which is scheduled for January 4, 2016.

Board Committees

Mr. Doug Eadie, President & CEO of Doug Eadie & Company, Inc., worked with CA in the 2000s. One of the products of this work was the Board's adoption in 2006 of a committee structure. In 2010, Phil Nelson, former CA President/CEO, worked with the Board to create a process whereby three of the Board committees would meet during the Board's regularly scheduled meetings, while leaving the responsibilities of the various committees unchanged.

The "Columbia Association Board of Directors Committee Structure Governing Documents" documents the committee structure and its role in Board governance and leadership:

"The Columbia Association's committee structure has been adopted in an effort to facilitate the CA Board's commitment to playing a truly high impact/strategic governing role. The CA Board of Directors acknowledges that CA's long-term effectiveness and the quality of its services to Columbia residents (in an ever-changing, challenging environment) depend on the leadership of a Board that continually answers three central questions in a full and timely fashion:

1. *Where should CA be headed and what should it become over the long run?*
2. *What should the Columbia Association's role be now and in the near term in relation to other stakeholders?*
3. *How is CA performing; programmatically, financially, and administratively?*

The CA Board agrees that, in answering these three key governing questions, a high impact/strategic governing body essentially makes judgments and decisions that flow along four broad categories:

1. *Strategic and Operational Planning*
2. *Performance Monitoring & Strategic Implementation*
3. *External Stakeholder Relations*
4. *Board Self-management and Board - CEO Relations*

Four CA Board standing committees are assigned issues and proposals relating to the above categories. Those committees are:

1. *Planning and Strategy*
2. *Strategic Implementation*
3. *External Relations*
4. *Board Operations*

Two additional standing committees, the Audit Committee and Risk Management Committee, have resident members, meet periodically, and report to the Board."

The full document, as amended, can be viewed here:

http://columbiaassociation.org/home/showdocument?id=7328

Based on the Board's work session earlier in 2015, there is a sentiment that the committee and Board meeting structure should be re-examined.

Strategy Making Process

CA's strategy making process was put in place in 2001 and continued through 2012. During this period, staff worked with the CA Board each year to identify and review strategic issues facing CA. The process took a hiatus in FY13, which now has stretched on for three years.

The previously implemented annual process would work in the following way: the Board and staff would begin by identifying a short list of strategic issues (as opposed to operational ones). These issues would be evaluated and categorized in one of three ways:

- Those issues requiring additional research to gain a greater understanding of them or to resolve differences of opinion about their importance;

- Those issues that were clear enough but not urgent or high enough priorities to warrant action, but instead warranted monitoring for possible action in the future; and

- Top-priority issues that were candidates for strategy making and focus. Once these top strategic priorities were established by the Board, staff would then define the actions or initiatives needed to address the issues. The respective actions or initiatives would be reviewed with the Board and tracked by staff. The Board would monitor the process and review/revisit the priorities again beginning the following January.

This process, along with Board and staff responsibilities, is illustrated by the following diagram, which is also part of the above referenced "Columbia Association Board of Directors Committee Structure Governing Documents."

Component	Responsibility
• Articulation of Strategic Issue	Board/Staff Input
• Desired Outcomes	Board/Staff Input
• Guiding Principles	Board
• Action / Event Sequences	Staff

The Planning and Strategy Committee has the responsibility to oversee Strategic Planning, but may delegate the discussion of one or more strategic issues to the various other standing committees.

Recommendations or Next Steps

As the BOC begins to consider next steps, one option staff would like to raise is to re-engage Doug Eadie to work with CA on these important matters related to Board governance. At the BOC meeting on January 4, staff will have more information to discuss with the BOC about what specifically Mr. Eadie could bring to this important work of improving the strategic and governance functions of the Board.