

**MINUTES  
BOARD OPERATIONS COMMITTEE MEETING  
HELD JANUARY 4, 2016**

Approved: February 1, 2016

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

1. **Call to Order:** The meeting was called to order at 7:35 p.m. by the Chairman, Andrew Stack.
2. **Announcement of Closed/Special Meetings Held/To Be Held:** None.
3. **Approval of the Agenda:** Mr. Boulton moved to approve the agenda; Mr. Wu seconded.  
**Action:** The BOC voted unanimously to approve the agenda.
4. **Resident Speakout:**  
Joel Hurwitz, Harper's Choice, spoke about release of closed meeting minutes, naming of Symphony Woods and the Crescent, and inclusion of material in CA's proposed conflicts of interest policies.
5. **Approval of the Minutes:** Mr. Wu moved to approve the minutes of the November 30, 2015 meeting. Mr. Boulton seconded. The minutes were approved by a vote of 3-0-1.  
For: Messrs. Boulton, Stack, and Wu  
Against: None  
Abstaining: Mr. Klein
6. **Administrative Items:**
  - (a) **Process for Review of Board Committee Meeting Structure and Development of 2016 Board Work Plan**  
Ms. Dembner reviewed the two components of the revival of the CA Board's strategy-making process: (1) development of a "work plan" under the auspices of the Planning and Strategy Committee which would focus on strategic priorities of the Board in calendar year 2016 and be formulated within the context of CA's existing five year strategic plan and (2) re-examination of the way in which the Board standing committees meet and how the monthly Board meeting schedule might change to afford more time for monthly work sessions of key topics and issues related to the organization and community. It was

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Respectfully submitted,

Janet F. Loughran  
Executive Assistant to the President/CEO