

**APPROVED MINUTES
BOARD OPERATIONS COMMITTEE MEETING
HELD: DECEMBER 1, 2014**

Approved: January 5, 2015

The regular meeting of the Board Operations Committee was held on Monday, December 1, 2014 at 8:17 p.m. at the Columbia Association Building. Present were BOC members Russ Swatek, Alan Klein, and Nancy McCord. Board member Jeanne Ketley attended on behalf of Gregg Schwind until he arrived at 8:34 p.m. Also present were Chief Staff Liaisons Susan Krabbe and Jane Dembner, Governance Chief of Staff Rob Goldman, and General Counsel Sheri Fanaroff. President/CEO Milton Matthews arrived at 9:08 p.m.

2. **Announcement of Closed/Special Meetings Held/To Be Held:** None.
3. **Approval of the Agenda:** Nancy McCord moved to approve the Agenda; Alan Klein seconded. The agenda was changed to have item 7 on the agenda discussed prior to item 6.
Action: The BOC voted unanimously to approve the Agenda as amended.
4. **Resident Speakout:** No one spoke at resident speakout.
5. **Approval of the Minutes:** Alan Klein moved to approve the Minutes of the November 3, 2014 meeting; Jeanne Ketley seconded. The vote was 2-0-2.
For: Russ Swatek and Alan Klein
Against: None
Abstain: Nancy McCord and Jeanne Ketley
6. **Administrative Items (moved from number 7 to number 6):**
 - (a) **Discussion of Proposed Administrative Amendments to CA's Charter and By-Laws:**
Sheri Fanaroff reviewed the proposed changes to the Amended and Restated Charter and By-Laws of the Columbia Association, Inc. A few changes were suggested by the BOC to be incorporated into the proposed changes in both documents.

Action: Gregg Schwind moved that the CA Charter and By-laws with the administrative changes as discussed be sent to the Board of Directors for approval. Nancy McCord seconded. The BOC voted unanimously to send the amendments to the CA Charter and By-laws to the Board of Directors for approval.
 - (b) **Amendment to the Policy and Special Rules of Order re Procedures for Official Minutes-Resident Speakout:** Rob Goldman reviewed the proposal for amending the way in which resident speakout is recorded in the minutes. Rob Goldman suggested that details of resident speakout be attached as an addendum and not part of the formal minutes. The BOC discussed the detail to be included in minutes with respect to resident speakout. It agreed to adhere to Section 6.2 in the Special Rules of Order and include only the name of the resident, village of residence and the topic discussed in the minutes.

Comments provided to the Recording Secretary by members of the public or Directors will be made addenda to the official copy of the minutes.

Gregg Schwind suggested removing “nor record amendments to measure except as in the final form of a measure that was adopted or failed” from Section 5.2. Milton Matthews suggested that Section 6.3 be amended to read “Minutes will reflect (1) all motions made and (2) Board Members votes on amendments as well as final motions.”

Alan Klein moved to accept Gregg Schwind’s suggestion to remove from Section 5.2 the wording “nor record amendments to measure except as in the final form of a measure that was adopted or failed.” Nancy McCord seconded. The BOC voted unanimously that the wording in Section 5.2 be amended as set out above.

Nancy McCord moved to change Section 6.3 to read “Minutes will reflect (1) all motions made and (2) Board Members Votes on amendments as well as final motions.” Russ Swatek seconded. The BOC voted unanimously that the wording in Section 6.3 be amended as set out above.

7. **Finalize Proposed Agendas for upcoming Board of Directors Meetings (formerly #6):**
 - (a) **Approval of the Agenda for the December 11, 2014 BOD Meeting:** Discussion of the proposed Agenda and changes suggested. Gregg Schwind moved to approve the agenda as amended. Nancy McCord seconded. The BOC voted unanimously to approve the agenda as amended.
 - (b) **Approval of the Agenda for the January 8, 2014 BOD Meeting:** Discussion of the proposed agenda and changes suggested. Gregg Schwind moved to approve the agenda as amended. Alan Klein seconded. The BOC voted unanimously to approve the agenda as amended.
8. **Tracking Forms:** The BOC review the tracking logs for the Board Operations Committee, the External Relations Committee, the Planning and Strategy Committee, and the Strategic Implementation Committee.
9. **Talking Points:** Presented by Alison Mathieson.
10. **Adjournment:** The meeting adjourned at 10:35 p.m.

Respectfully submitted,

Alison Mathieson
Recording Secretary