

**MINUTES
BOARD OPERATIONS COMMITTEE MEETING
HELD: NOVEMBER 30, 2015**

Approved: January 4, 2016

The regular meeting of the Board Operations Committee (BOC) was held on Monday, November 30, 2015 at 7:30 p.m. at the Columbia Association Building. Present were BOC members Andrew Stack, Reginald Avery, Dick Boulton, and Milton W. Matthews. Board Members Jeanne Ketley, Chao Wu (who represented the Planning and Strategy Committee), Nancy McCord, and Alan Klein were also present, as were Governance Chief of Staff Jane Dembner; Chief Staff Liaisons Susan Krabbe, Norma Heim, and Janet Loughran; and General Counsel Sheri Fanaroff. Jackie Tuma, chief staff liaison to the Audit Committee, was present in the audience.

2. **Announcement of Closed/Special Meetings Held/To Be Held:** None.
3. **Approval of the Agenda:** Mr. Avery moved to approve the Agenda; Mr. Wu seconded. Action: The BOC voted unanimously to approve the Agenda.
4. **Resident Speakout:**
Russ Swatek, Long Reach, spoke about the proposed changes to CA's ethics policies and the proposed process for changes to CA's charter and/or by-laws.
5. **Approval of the Minutes:** Dick Boulton moved to approve the Minutes of the November 2, 2015 meeting. Reginald Avery seconded. The minutes were approved by a vote of 1-0-3.
For: Mr. Boulton
Against: None
Abstaining: Messrs. Avery, Stack, and Wu
6. **Administrative Items:**
 - (a) **Planning for President/CEO Mid-Year Review:** The Board Operations Committee will host a closed meeting of the CA Board of Directors to hold the President/CEO's mid-year review. Mr. Stack will send a list of potential meeting dates to Board members via e-mail.
 - (b) **Discussion of Process for Possible Substantive Changes to CA's Charter and/or By-Laws:** Milton Matthews reviewed his proposed process for reviewing Columbia Association's charter and by-laws. Discussion focused on whether the current Board of Directors was interested in proceeding with a review of the Charter and/or By-Laws, as well as the suggested composition of the task force for the review.

Mr. Stack made a motion to recommend to the Board that a process be developed to review the CA charter and by-laws. There was no second to the motion; therefore, the BOC will not pursue further discussion on this topic.

(c) Guidelines for CA Board Members Serving as Representative on the Inner Arbor Trust Board of Directors: Mr. Boulton provided the BOC with a new document regarding duties of CA Board members serving as representatives on the Inner Arbor Trust Board of Directors. Since the BOC members had not read Mr. Boulton's document nor had it been posted as part of the supporting documents for the November 30, 2015 BOC meeting, it was decided to table discussion on this topic until the January 4, 2016 BOC meeting.

7. **Tracking Forms:** The BOC reviewed the tracking forms for the External Relations, Planning and Strategy, Strategic Implementation, and Board Operations Committees.
8. **Finalize Proposed Agendas for upcoming Board of Directors Meetings:** The BOC reviewed the proposed agenda for the December 10, 2015 Board of Directors meeting. Action: Mr. Boulton moved to approve the proposed agenda. Mr. Avery seconded the motion. The BOC voted unanimously to approve the December 10, 2015 BOD meeting agenda.
9. **Possible Topics for Future Board Discussion:** Mr. Boulton had questions regarding the new website. Mr. Wu suggested having a mandatory review of CA's charter and by-laws every ten years. Mr. Wu also had several questions regarding data available showing facility use.
10. **Talking Points:** The Talking Points were presented by Alison Mathieson.
11. **Adjournment:** The meeting adjourned at 8:39 p.m.

Respectfully submitted,

Alison Mathieson
Recording Secretary