

MINUTES
BOARD OPERATIONS COMMITTEE MEETING
HELD: SEPTEMBER 28, 2015

Approved: November 2, 2015

The regular meeting of the Board Operations Committee was held on Monday, September 28, 2015 at 7:30 p.m. at the Columbia Association Building. Present were BOC members Jeanne Ketley, Reginald Avery, Dick Boulton, and Milton W. Matthews. Board members Nancy McCord (who represented the Planning and Strategy Committee for Andrew Stack) and Alan Klein also attended. Also present were Chief Staff Liaisons Susan Krabbe, Norma Heim, and Janet Loughran; General Counsel Sheri Fanaroff; and Michelle Cohen (Miles and Stockbridge Law Firm).

Announcement of Closed/Special Meetings Held/To Be Held: None

Approval of Agenda

The BOC voted unanimously to approve the agenda.

Resident Speakout: None

Approval of Minutes August 31, 2015

Mr. Boulton moved to approve the minutes of the August 31, 2015 BOC meeting. Ms. Ketley seconded the motion. The vote to approve was 2-0-2.

For: Mr. Boulton and Ms. Ketley

Against: – 0 –

Abstain: Ms. McCord and Mr. Avery

Administrative items

Recommendations for Changes to CA's Code of Ethics, Conflicts of Interest, and Whistleblower Policies

Mr. Boulton asked the committee to consider a version of the CA Code of Ethics, and Conflicts of Interest and Whistleblower policies which he drafted and sent via e-mail to the Board of Directors late in the afternoon of September 28. Mr. Boulton explained his version was a compilation of the suggested revised policies drafted by Ms. Fanaroff and Ms. Cohen and was written in clearer language. Mr. Boulton also suggested his version, if approved, be added to the Employee Handbook.

Since some of the BOC members had not read Mr. Boulton's version of the policies and it had not been posted as part of the supporting documents for the September 28 BOC meeting, it was suggested that discussion on this topic be postponed. Mr. Boulton made a motion, seconded by Mr. Avery, to table the discussion until the November 2, 2015 BOC meeting. The motion was approved unanimously.

Ms. Fanaroff noted the process to revise the current Code of Ethics and Conflicts of Interest and Whistleblower Policies was taking longer than expected. She expressed concern that signed copies of the existing versions of these documents by members of the FY 16 Board of Directors were not on file. Ms. Fanaroff said she would send the current Code of Ethics and Conflicts of Interest and Whistleblower Policies to the FY 16 Board members for signature.

Tracking Forms

The tracking forms were reviewed.

Finalize Proposed Agendas for Upcoming Board of Directors Meetings

The BOC reviewed and amended the proposed agendas for the October 8, 2015 and October 22, 2015 Board of Directors meetings. The vote to approve the amended agendas was unanimous.

Possible Topics for Future Board Discussions

Ms. McCord suggested that the Role of a CA Board Member be on the agenda of an upcoming Board Operations Committee meeting.

Talking Points

The Talking Points were read by Recording Secretary Fenise Dunson

Adjournment

The meeting adjourned at 8:12 p.m.

Respectfully submitted,

Fenise Dunson
Recording Secretary