

MINUTES
BOARD OPERATIONS COMMITTEE MEETING
HELD: AUGUST 31, 2015

Approved: September 28, 2015

The regular meeting of the Board Operations Committee was held on Monday, August 31, 2015 at 7:33 p.m. at the Columbia Association Building. Present were BOC members Jeanne Ketley, Andrew Stack, Dick Boulton, and Milton Matthews. Board Members Alan Klein (who represented the Strategic Implementation Committee until the arrival of Janet Evans), Nancy McCord, and Janet Evans (who arrived at 8:06 p.m. and represented the Strategic Implementation Committee) also attended the meeting. Also present were Chief Staff Liaisons Susan Krabbe, Norma Heim, and Janet Loughran; and General Counsel Sheri Fanaroff.

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

Approval of Agenda

The BOC voted unanimously to approve the agenda.

Resident Speakout

(a) Brian England, Harper's Choice, spoke about covenants and the proposed Royal Farms site.

Approval of Minutes June 29, 2015

Andrew Stack moved to approve the minutes of the June 29, 2015 BOC meeting. Dick Bolton seconded the motion. The vote to approve was 2-0-1.

For: Mr. Boulton and Ms. Ketley

Against: – 0 –

Abstain: Mr. Stack

Administrative items

Suggested FY 16 Goals and Objectives for President/CEO

Mr. Matthews reviewed his suggested goals and objectives for FY 16. The BOC discussed the goals and Mr. Matthews responded to questions.

Mr. Stack moved to approve the suggested FY16 Goals and Objectives for the President/CEO. Ms. Ketley seconded the motion. The vote was to approve was unanimous.

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

Ms. Fanaroff introduced Michele Cohen, principal at the Miles and Stockbridge law firm, who worked with Ms. Fanaroff in updating the policies. The BOC discussed the revised policies, with some attendees expressing concern over language that was perceived to be restrictive. BOC meeting attendees will send their comments on the proposed revisions to Ms. Fanaroff, who will review them with Ms. Cohen.

Mr. Stack moved, and Mr. Boulton seconded, that the Audit Committee be asked to review the proposed Code of Ethics, Conflicts of Interest and Whistleblower Policies and that this item be added to

the agenda for the Audit Committee meeting on September 21, 2015. The vote to approve was unanimous.

Mr. Boulton moved, and Mr. Stack seconded, that review of the proposed revised Code of Ethics, Conflicts of Interest, and Whistleblower Policies be added to the agenda for the September 28, 2015 BOC meeting.

Revised Process to Elect the Board Chair and Vice Chair-

The BOC reviewed the revised process to elect the Board Chair and Vice Chair.

Mr. Stack moved, and Mr. Bolton seconded, that the revised process be sent to the Board of Directors for approval at its September 24, 2015 meeting. The vote to approve the motion was unanimous.

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 September 10, 2015 and September 24, 2015 Board of Directors meetings. The vote to approve the amended agendas was unanimous.

Possible Topics for Future Board Discussions

Mr. Matthews would like to have a work session on November 19, 2015 to follow up on the May 2015 Board retreat. Dr. Jerome Paige, who facilitated the retreat, will be asked to facilitate the work session.

Talking Points

The Talking Points were read by Fenise Dunson, recording secretary.

Adjournment

The meeting adjourned at 9:07 p.m.

Respectfully submitted,

Fenise Dunson
Recording Secretary