

MINUTES
BOARD OPERATIONS COMMITTEE MEETING
HELD: March 30, 2015

Approved: June 1, 2015

The regular meeting of the Board Operations Committee was held on Monday, March 30, 2015, at 7:31 p.m. at the Columbia Association Building. Present were BOC members Russ Swatek, Nancy McCord, Andrew Stack, Alan Klein and Reginald Avery. Also present were Chief Staff Liaisons Susan Krabbe and Jane Dembner, General Counsel Sheri Fanaroff, Governance Chief of Staff Rob Goldman, and President/CEO Milton W. Matthews.

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

Approval of Agenda

Ms. McCord moved to approve the agenda; Mr. Stack seconded. In response to a question, Mr. Swatek moved Item 6a(ii)(c) to 6bi. The BOC voted unanimously to approve the amended agenda.

Resident Speakout

(a) Joel Hurewitz, Harper's Choice, spoke about the definition of a meeting.

Approval of Minutes March 2, 2015

Nancy McCord moved to approve the minutes of the March 2, 2015 BOC meeting. Andrew Stack seconded. The vote to approve was 2-0-2

For: Mr. Swatek and Ms. McCord
Against: - 0 -
Abstain: Messrs. Klein and Stack

Recommendations for BOC Action Consent Agenda

Approve Minutes of March 31, 2014 Closed BOC Meeting

Hearing no objections, BOC approved the minutes of March 31, 2014 Closed BOC meeting.

Hearing no objections, BOC approved the General Counsel's recommendations for release/non-release of Minutes of the following closed Meetings:

(a) BOC – March 31, 2014

(b) BOD – March 27, 2014-May 5, 2015

Hearing no objections, the BOC voted to approve sending the General Counsel's recommendations for release/non-release of the minutes of the March 31, 2014 BOC closed meeting and the minutes of the March 27, 2014-May 5, 2015 BOD closed meetings to the Board of Directors for final approval.

(c) BOD – May 6, 2014-March 2015

The vote to send the General Counsel's recommendations for release/non-release of the minutes of the May 6, 2014-March 2015 closed Board meetings to the Board of Directors for final approval was 2-0-2.

For: Mr. Stack and Ms. McCord
Against: - 0 -
Abstain: Messrs. Klein and Swatek

Administrative Items

Review End-of-Year Report – Board Operations Committee

Mr. Klein made a motion to approve the Board Operations Committee End-of-Year report. Ms. McCord seconded. The vote to approve the report was unanimous.

Proposed FY 16 Goals and Objectives for President/CEO

CA President/CEO Milton W. Matthews will give his proposed FY 16 goals and objectives to the Board Operations Committee after reviewing the initiatives developed by the Board of Directors at the May 15, 2015 retreat.

Format for Board/Senior Staff Retreat – May 2015

Chief Staff Liason Jane Dembner spoke about the consultant, Jerome Paige, and the proposal for the content of the May 15-16 Retreat. Feedback from the BOC discussion on the proposed agenda content will be given to Dr. Paige.

Definition of What Constitutes a Board Meeting

The BOC was unable to hold a detailed discussion on this topic in an open meeting, as part of the material needed for the discussion was attorney-client privileged. The discussion was deferred to a closed meeting to be held on April 9, 2015.

Policy on the Use of E-Mail by CA BOD Members

The BOC was unable to hold a detailed discussion on this topic in an open meeting, as part of the material needed for the discussion was attorney-client privileged. The discussion was deferred to a closed meeting to be held on April 9, 2015.

Discussion of Process for Possible Substantive Changes to CA's Charter and/or Bylaws

The BOC deferred this item to the FY 16 Board Operations Committee for further discussion.

Tracking Forms

The BOC discussed the Tracking Forms for the External Relations, Planning and Strategy, Strategic Implementation, and Board Operations Committees.

Finalize Proposed Agendas for upcoming Board of Directors Meetings

Review Proposed Draft – April 9, 2015

The BOC changed the start time of the April 9, 2015 Board of Directors meeting to 7:00 p.m., adjusted time allocations for the Planning and Strategy Committee discussion topics, and eliminated item 13, Possible Topics for Future Board Discussions, from the agenda. The BOC noted there would be a closed meeting of the Board of Directors on April 9 following adjournment of the open meeting.

Review Proposed Draft – April 23, 2015

The BOC noted the 7:00 p.m. start time for the April 23, 2015 Board of Directors meeting and eliminated proposed items 13(b)1 regarding the President/CEO's proposed FY 16 goals and objectives and 14, Possible Topics for Future Board Discussions.

The amended agendas for the April 9, 2015 and April 23, 2015 Board of Directors meetings were approved unanimously.

Talking Points: The Talking Points were presented by Recording Secretary, Fenise Dunson.

Adjournment: The meeting adjourned at 9:33 p.m.

Respectfully submitted,

Fenise Dunson
Recording Secretary