

MINUTES
BOARD OPERATIONS COMMITTEE MEETING
HELD: March 2, 2015

Approved: March 30, 2015

The regular meeting of the Board Operations Committee was held on Monday, March 2, 2015, at 7:35 p.m. at the Columbia Association Building. Present were BOC members Russ Swatek, Nancy McCord, and Gregg Schwind who arrived at 8:02 p.m. Also present were Reginald Avery (on behalf of Alan Klein), Chief Staff Liaisons Susan Krabbe and Jane Dembner, General Counsel Sheri Fanaroff, Governance Chief of Staff Rob Goldman, and President/CEO Milton W. Matthews.

2. **Announcement of Closed/Special Meetings Held/To Be Held:** None.
3. **Approval of the Agenda:** Nancy McCord moved to approve the agenda, seconded by Reginald Avery. The BOC voted unanimously to approve the agenda.
4. **Resident Speakout:**
 - (a) Joel Hurewitz spoke about his perception of the Board and of the Code of Ethics and guidelines on closed meetings.
5. **Approval of the Minutes:** Reginald Avery moved to approve the minutes of the February 2, 2015 BOC meeting. Nancy McCord seconded. The vote to approve was 3-0-0.
For: Russ Swatek, Reginald Avery, Nancy McCord
Against: None
Abstain: None
6. **Administrative Items**
Guidelines for Guidelines for Conducting Closed Meetings of the Columbia Association Board of Directors: The guidelines were revised by the General Counsel per request of the Board. Reginald Avery made a motion to remove the words “confidential matter” of paragraph 4 from the guidelines, seconded by Russ Swatek, resulting in vote (a).

Nancy McCord stated concern over removing the word and thought that the point of having a closed meeting is that information is shared confidentially. Counsel Fanaroff proposed to reword para 5 based on discussion. This resulted in three votes to amend the guidelines specifically to paragraphs 4, 5 and 6. Both Nancy McCord and Milton Matthews stated that the Board should refer to the HOA rules and guidelines when holding closed meetings. Final motion to amend the guidelines (with striking the last sentence of paragraph 4, rewording paragraph 5 in its entirety and adding a comma and a short generic statement of the subject of the meeting to the end of paragraph 6) made by Gregg Schwind, seconded by Reginald Avery. Unanimous vote to present the amended Guidelines document to the Board of Directors.

Vote (a): 3-1-0

For: Russ Swatek, Gregg Schwind, Reginald Avery
Against: Nancy McCord
Abstain: None

Action: Vote approved to strike the last sentence of paragraph 4 from the closed meeting guidelines

Vote (b): 3-1-0

For: Russ Swatek, Gregg Schwind, Reginald Avery

Against: Nancy McCord

Abstain: None

Action: Vote approved rewording paragraph 5 from the “Closed Meeting Guidelines” document .

Vote (c): 3-1-0

For: Russ Swatek, Gregg Schwind, Reginald Avery

Against: Nancy McCord

Abstain: None

Action: Vote approved rewording paragraph 6 with the addition to the last sentence from the “Closed Meeting Guidelines” documents.

Vote (d): 4-0-0

For: Russ Swatek, Gregg Schwind, Reginald Avery, Nancy McCord

Against: None

Abstain: None

Action: BOC voted unanimously to submit the approved amended Closed Meeting Guidelines to the Board of Directors.

End-of-Year Reports from Board Committees: Reminder from Rob Goldman regarding the submission of the End-of –Year reports to be discussed in Committee during the April 9, 2015 Board of Directors meeting and to be reviewed by the Board of Directors at the April 23, 2015 meeting.

Comprehensive Consistent Code of Conduct and Ethics Policies: Russ Swatek, Board Chair, submitted a recommendation to the BOC to ask the Audit Committee to draft a single policy covering the code of conduct, ethics and conflict of interest. Russ Swatek led discussion asking for clearer language in the confidentiality requirements to clarify what in the policy are ethical rules and which are code of conduct rules. Russ Swatek proposed that the policy better define what is ethical behavior.

Director of Internal Audit Jackie Tuma sat in on the meeting to explain the need for the policy to be shared with employees and board members, and also mentioned that perhaps there should be more training during board orientation regarding the policy and conducting themselves within the policy. Milton Matthews wanted to stress that we should be making policies that protect the organization no matter who sits on the board. Nancy McCord agreed and commented that the policy not be changed on yearly basis and be consistent- the policy should cover how you act when you become a board member.

Rob Goldman suggested that counsel look at current best practices of other organizations and bring recommendations to the committee. Based on the committee recommendation, the General Counsel was asked to research best practices and policies of Codes of Conduct and Ethics Policies for board members and bring back recommendations for proposed changes

based on that research, reviewing similarly situated organizations. It will be added to the tracking form to be monitored and results can be expected by June.

7. **Tracking Form** : The BOC reviewed the tracking logs for the Board Operations Committee, the External Relations Committee, the Planning and Strategy Committee, and the Strategic Implementation Committee.

8. **Finalized Proposed Agendas for upcoming Board of Directors Meetings:**

(a) Discussion of the March 12, 2015 BOD meeting agenda

Approval of the Agenda for the March 12, 2015 BOD Meeting: Discussion addition of item 10 (a) 2 to include February 9th, 2015 closed meeting on the agenda. Jane Dembner was asked to strike item:

12. (a) 1. a., remove the words "Indoor Aquatics Facilities" and add "Renovation and Future of Splash Down".

12 C. to be added: External Relations Committee: Columbia Speaks and CA Listens Report. Gregg Schwind moved to approve the amended agenda, Reginald Avery seconded.

Action: BOC voted unanimously to approved the amended Agenda for the March 12, 2015 BOD meeting as amended.

(b) Discussion of the March 26, 2015 BOD meeting agenda

BOC discussed items to be included in future agendas including the request from Howard County regarding the easement and implementation of on-line membership enrollment.

Mr. Matthews stated that the benefits review from the information submitted will be done by the staff to compile more comparisons of the benefits of CA and other entities and will come back to the committee. Matthews will respond by March 12 with an estimate of when this will be completed. Reginald Avery asked to increase resident speakout time and keep the start time of the March 26 meeting at 7:30 p.m. Gregg Schwind made a motion, seconded by Reginald Avery, to approve the amended agenda for March 26, 2015. The BOC voted unanimously to approve the amended agenda for the March 26, 2015 BOD meeting.

9. **Talking Points:** Presented by Fenise Dunson

10. **Adjournment:** The meeting adjourned at 10:35 p.m.

Respectfully submitted,

Fenise Dunson
Recording Secretary