

**Minutes of the  
BOARD OF DIRECTORS MEETING  
Held: October 9, 2014**

Approved: October 23, 2014

A meeting of the Columbia Association Board of Directors was held on Thursday, October 9, 2014, at the Columbia Association Building. Present were the Chair, Andrew Stack, members Reg Avery, Michael Cornell, Brian Dunn, Jeanne Ketley, Alan Klein, Nancy McCord, Tom O'Connor, Gregg Schwind and Russ Swatek. Also present were CA President/CEO Milton Matthews, Governance Chief of Staff Rob Goldman and Chief Staff Liaisons Susan Krabbe and Jane Dembner.

**1. Call to Order:** The Board of Directors Meeting was called to order at 7:30 p.m. by the Chair, Andrew Stack.

**2. Announcement of Closed/Special Meetings Held/To Be Held:**

The Board of Directors held a closed meeting at the Columbia Association Building on September 18, 2014. Members present were: Michael Cornell, Reginald Avery, Jeanne Ketley, Alan Klein, Nancy McCord, Tom O'Connor, Gregg Schwind (arrived after the vote to close the meeting), and Andy Stack.

**Action:** The vote to close the meeting was 5-2-0.

For: Messrs. Cornell, O'Connor, Avery, and Stack, and Ms. McCord  
Against: Ms. Ketley and Mr. Klein  
Abstain: None

The closed meeting was authorized under the Maryland Homeowners Act, Md. Code, Real Property §11B-111 (4)(vi), Consideration of the terms or conditions of a business transaction in the negotiation stage if the disclosure could adversely affect the economic interests of the homeowners association. The meeting was closed from 9:05 p.m. until 10:10 p.m.

**3. Approval of Agenda:**

Mr. Avery requested that a discussion of the upcoming Columbia Speaks/CA Listens event be added to the agenda. Mr. Stack said the topic would be added after the SIC Committee meeting, becoming Item 12(c).

**Action:** Mr. Avery moved that the agenda be accepted as amended; Ms. McCord seconded the motion, which passed. Vote: 9-0-0

For: Messrs. Avery, Cornell, Dunn, O'Connor, Stack, Schwind and Swatek, and Meses. McCord and Ketley  
Against: None  
Abstain: None

**4. Disclosure of Conflicts of Interest:** The chairman said none were disclosed to him.

*Mr. Klein arrived at 7:35 p.m.*

**5. Resident Speakout:**

- (a) Dick Boulton, Dorsey Search, spoke about Symphony Woods Park.
- (b) Sandy Cederbaum, Oakland Mills Village Manager, spoke about Bridge Columbia.
- (c) Kay Wisniewski, Oakland Mills Village Board, spoke about Bridge Columbia.
- (d) John Slater, Town Center, asked that Bridge Columbia be given a chance to brief the CA Board.
- (e) Gary Maule, Ellicott City, spoke about Symphony Woods Park.
- (f) Jervis Dorton, Oakland Mills, spoke about Symphony Woods Park.

**6. Approval of Minutes** of September 11, 2014

Mr. Klein requested that Line 151 be revised to reflect that having Inner Arbor reports included in each month’s President’s Report was listed on the tracking form.

**Action:** Mr. Avery moved to approve the minutes of September 11 as amended. Ms. McCord seconded the motion, which passed unanimously. Vote: 10-0-0.

**7. Chairman’s Remarks:**

Mr. Stack said that the “Columbia Speaks, CA Listens” meeting will be held on October 18, and that the next CA Board meeting will be held on October 23.

**8. President’s Remarks:**

Mr. Matthews introduced Norma Heim, CA’s new Director of Communication and Marketing.

At Mr. Matthews’ request, Mr. Goldman gave a Haven on the Lake update, saying the facility is on track to open in early December and that private grand opening events and public open houses are being planned. He also said most of the 100 jobs related to Haven have been filled from more than 2,000 applications. As of today, there are 535 members and more than 1,700 names on the active prospect list.

Mr. Matthews also mentioned that Howard County Government has finalized its purchase of the Long Reach Village Center and will make a formal announcement on Monday at 1 p.m.

**9. Committee Chairs’ Reports**

- (a) **Board Operations Committee:** None
- (b) **External Relations Committee:** None
- (c) **Planning and Strategy Committee:** None
- (d) **Strategic Implementation Committee:** None
- (e) **CA Representatives to the Inner Arbor Trust Board of Directors:** In answer to Board members’ questions about paying the salary of IAT CEO Michael McCall from its capital budget rather than operating budget, Mr. Schwind said the IAT’s auditor confirmed that the IAT board’s finances are being handled properly.

**10. Recommendation for Board Action**

- (a) Consent Agenda – NONE
- (b) Recommendation for Action
  - 1. Approval of Civility Principles to Guide Discourse at Board of Directors Meetings and Work Sessions

**Action:** The Board approved the BOC’s recommendation to approve civility principles to guide discourse at Board of Directors meetings and work sessions; that the principles be posted in the board room, announced at each board meeting and listed in conjunction with the resident speakout sign-up log; and that members conduct themselves in alignment with these principles and identify uncivil conduct at Board meetings and work sessions. The measure was approved. Vote: 8-0-2

For: Messrs. Avery, Cornell, Klein, Stack, Schwind and Swatek, and Mses. McCord and Ketley

Against: None

Abstain: Messrs. Dunn and O’Connor

**11. Special Topics and Presentations:** None

**12. Committee Agendas**

- (a) Planning and Strategy Committee

1. Discussion

(a) Committee Tracking Form

The PSC will determine due dates for such tracking form items as the compensation study, and will add timelines to receive updates regarding exploratory research and possible planning for two projects – tennis facility and indoor aquatics facility. Mr. Matthews said the Board will begin receiving regular updates about potential major projects, noting that a work session is planned for January to discuss the indoor aquatics facility.

(b) Strategic Implementation Committee

1. Discussion

(a) Spectrum NG Status Update

CA Chief Information Officer Chuck Thompson gave a status update regarding CA's transition to a new membership management system. He said the next version of Spectrum NG software will be released in November and CA hopes to implement it shortly thereafter. All of the online class registration information, room reservations and related financial information will then be on one platform. CA will also increase its wi-fi capability.

CA will partner with the County to use the new bandwidth that Howard County and five other counties are installing as part of a federally-funded project.

CA is developing the capability for people to select membership packages online, beginning with its current 11 membership types.

(b) Draft Borrowing Resolution for Revolving Credit Note

Ms. Krabbe explained that the borrowing resolution needs to be re-done to change the name of the officer authorized to borrow against the line of credit (CA President/CEO) to Milton Matthews, and the amount from \$45 million to \$25 million.

**Action:** Mr. O'Connor moved that the SIC recommend that the Board approve the borrowing resolution for revolving credit note. Mr. Avery seconded the motion, which the committee approved unanimously. Vote: 3-0-0.

**Action:** Mr. Swatek moved that the Board suspend its rules in order to vote on the SIC's recommendation. Mr. O'Connor seconded the motion, which was approved. Vote: 9-1-0.

For: Messrs. Avery, Cornell, Dunn, Klein, O'Connor, Schwind, Stack and Swatek, and Ms. McCord

Against: Ms. Ketley

Abstain: none

**Action:** The Board unanimously approved the borrowing resolution for a revolving credit note. Vote: 10-0-0.

**(c) Update Regarding Columbia Speaks, CA listens**

In order to avoid influencing residents' discussions during the event, Board members will not sit with participants nor circulate among the tables to hear what is being discussed. Ideas generated during the event about programs, governance and communications will be compiled and shared with the Board and the community after the event.

**13. Tracking Forms:**

(a) Tracking Form for Board Requests

(b) Tracking Form for Resident Requests

**14. Talking Points:** Recording Secretary Valerie Montague read the Talking Points.

**15. Adjournment:** The meeting was adjourned at 9:43 p.m.

**16. Closed Meeting:** The closed meeting has been rescheduled; it will be held on October 23 at 6:00 p.m.

Respectfully submitted,

Valerie Montague  
Recording Secretary