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**Minutes of the  
BOARD OF DIRECTORS MEETING  
Held: May 28, 2015**

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Approved: June 25, 2015

A meeting of the Columbia Association Board of Directors was held on Thursday, May 28, 2015 at the Columbia Association Building. Present were Chairperson Jeanne Ketley and members Reg Avery, Dick Boulton, Brian Dunn, Janet Evans, Alan Klein, Nancy McCord, Gregg Schwind (arrived at 7:52 p.m.), Andrew Stack and Chao Wu (arrived at 7:32). Also present were CA President/CEO Milton Matthews, Chief Staff Liaisons Susan Krabbe and Norma Heim, Governance Chief of Staff Jane Dembner, and General Counsel Sheri Fanaroff.

**1. Call to Order:** The Board of Directors Meeting was called to order at 7:30 p.m. by the Chairperson, Jeanne Ketley.

**2. Announcement of Closed/Special Meetings Held/To Be Held – None.**

**3. Approval of Agenda:**

**Action:** Ms. McCord moved that an item be added preceding Item 12(a) to discuss the minutes of the closed Board meeting held on February 9, 2015. Mr. Dunn seconded the motion, which passed. Vote: 6-1-1.

For: Messrs. Avery, Dunn, and Stack, and Mses. Evans, Ketley and McCord

Against: Mr. Boulton

Abstain: Mr. Klein

**Action:** Mr. Avery moved to move Item 9 (Committee Chairs Remarks) to after Item 11(c)(b); Mr. Klein seconded the motion, which passed unanimously.

*Mr. Wu arrived at 7:32.*

**Action:** Mr. Stack moved to approve the amended agenda; Mr. Avery seconded the motion, which passed. Vote: 8-0-1.

For: Messrs. Avery, Boulton, Dunn, Stack, and Wu, and Mses. Evans, Ketley and McCord

Against: none

Abstain: Mr. Klein

**4. Disclosure of Conflicts of Interest:** The Chairperson said none were disclosed to her.

**5. Resident Speakout:** None

**6. Approval of Minutes**

**Action:** Mr. Avery moved that the minutes of April 23, 2015 be approved. Mr. Dunn seconded the motion, which passed. Vote: 5-0-4.

For: Messrs. Avery, Dunn, Klein, and Stack, and Ms. Ketley

Against: None

Abstain: Messrs. Boulton and Wu and Mses. Evans and McCord

**Action:** Mr. Stack moved that the minutes of April 27, 2015 be approved. Mr. Avery seconded the motion, which passed. Vote: 6-0-3.

49 For: Messrs. Avery, Dunn, Klein, and Stack, and Meses. Ketley and McCord  
50 Against: None  
51 Abstain: Messrs. Boulton and Wu and Ms. Evans

52 **7. Chairman's Remarks:** None.

53 **8. President's Remarks:** Mr. Matthews introduced Dan Burns who will join CA on June 15, 2015 as  
54 Director of Sport and Fitness. Mr. Matthews also presented CA's new publication, *Living in Columbia*,  
55 which will be shared with real estate agents and will be available in the village centers. The Member  
56 Service Center has been re-named the "Customer and Member Service Center."

57 **9. Committee Chairs' Remarks** (*moved to after Item 11(c)(b)*)

58  
59 **10. Special Topics and Presentations**

60 (a) Presentation by Club Intel on the Rate Study

61 Mr. Matthews introduced Stephen Tharrett and Mark Williamson, co-founders and principals of ClubIntel.  
62 Messrs. Tharrett and Williamson were hired by CA to conduct a study to assess the structure and pricing  
63 of CA's membership, program offerings and services. The study consisted of interviews, focus groups, an  
64 online survey, benchmarking local competitors' offerings, and visits to CA facilities and CA's  
65 competitors.

66  
67 *Mr. Schwind arrived at 7:52 p.m.*

68  
69 Following is the link to the presentation.

70 [\\Bigdipper\Shared\\_Drive\BoardCommitteeMtg\BoardofDirectors\Meeting\\_2015\\_05\\_28\Item\\_10\(a\)\\_Pres](\\Bigdipper\Shared_Drive\BoardCommitteeMtg\BoardofDirectors\Meeting_2015_05_28\Item_10(a)_Presentation_Club_Intel.pdf)  
71 [entation\\_Club\\_Intel.pdf](\\Bigdipper\Shared_Drive\BoardCommitteeMtg\BoardofDirectors\Meeting_2015_05_28\Item_10(a)_Presentation_Club_Intel.pdf)

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73 **11. Committee Agendas**

74 (b) Strategic Implementation Committee

75 1. Discussion

76 (a) Election of Chair and Vice Chair

77 **Action:** Mr. Schwind moved that Mr. Avery be elected SIC chair. Ms. Evans seconded the  
78 motion, which passed unanimously.

79 **Action:** Mr. Avery moved that Ms. Evans be elected SIC vice chair. Mr. Schwind  
80 seconded the motion, which passed unanimously.

81  
82 (b) Transfer of Funds – New Headquarters

83 Ms. Krabbe explained that the Board approved \$1 million for the headquarters move in its  
84 FY 2014 budget to be used for a deposit toward the purchase of headquarters space. Instead  
85 of buying, CA will rent a space (with an option to buy after 10 years). Ms. Krabbe asked the  
86 Board to approve the transfer of \$545,000 from the previously approved \$1 million for  
87 furniture, security system, work stations, signage and other items needed in the new  
88 headquarters. Because of the long lead time to order and install items by the move date in  
89 August, she asked that the SIC recommend that the full Board act on the request that evening.

90 **Action:** Mr. Schwind moved that the SIC recommend that the Board transfer an additional  
91 \$545,000 of the previously approved \$1 million for CA headquarters for proper fit-  
92 out of the new headquarters. Ms. Evans seconded the motion, which passed  
93 unanimously.

94 **Action:** Mr. Schwind moved that the SIC recommend Board consideration tonight of the  
95 transfer of an additional \$545,000 of the previously approved \$1 million for CA  
96 headquarters for proper fit-out of the new headquarters. Ms. Evans seconded the  
97 motion, which passed unanimously.

98

99 (c) FY15 and FY16 Category II Equipment Purchase Changes  
100 Open Space and Facilities Director Dennis Matthey explained a request to reallocate approved  
101 Category II funding in the FY15 and FY16 capital budgets in order to add equipment needed  
102 to widen and maintain pathways, dredge, and install pathway bridges and bio-retention  
103 ponds.  
104 **Action:** Mr. Schwind moved that the SIC recommend that the Board reallocate approved  
105 Category II funding for Open Space and Facilities Department equipment purchases  
106 as described in the May 18 staff memo. Ms. Evans seconded the motion, which  
107 passed unanimously.  
108 **Action:** Ms. Evans moved that the SIC recommend Board consideration tonight of the  
109 reallocation of approved Category II funding for Open Space and Facilities  
110 Department equipment purchases as described in the May 18 staff memo. Mr.  
111 Schwind seconded the motion, which passed unanimously.  
112  
113 (d) Committee Tracking Form  
114 The committee asked staff to invite Friends of Bridge Columbia to present their responses to  
115 the county's report after July.  
116  
117 (b) External Relations Committee  
118 1. Discussion  
119 (a) Election of Chair and Vice Chair  
120 **Action:** Mr. Klein moved that Mr. Boulton be elected ERC chair. Mr. Dunn seconded the  
121 motion, which passed unanimously.  
122 **Action:** Mr. Boulton moved that Mr. Klein be elected ERC vice chair. Mr. Klein seconded the  
123 motion. Mr. Dunn nominated himself to be vice chair. By secret ballot, Mr. Klein  
124 was elected vice chair. Vote: Mr. Klein received two votes and Mr. Dunn received  
125 one vote.  
126  
127 (b) Affordable Housing in Downtown Columbia  
128 After discussing affordable housing in Downtown Columbia, the Board asked CA staff to draft  
129 a letter to Howard Hughes Corporation expressing CA's support for a full spectrum of housing  
130 in Downtown Columbia and asking Howard Hughes Corporation to continue to work with the  
131 Columbia Downtown Housing Corporation and the County Council to come up with a solution  
132 that results in a full spectrum of housing in Downtown Columbia.  
133  
134 (c) Committee Tracking form  
135 The committee noted the importance of addressing such items as the Board's relationship with  
136 its advisory committees and holding stakeholder dinners.  
137  
138 (c) Planning and Strategy Committee  
139 1. Discussion  
140 (a) Election of Chair and Vice chair  
141 **Action:** Ms. McCord nominated Mr. Stack to be PSC chair and Mr. Wu to be vice chair. Mr.  
142 Wu seconded the motion, which passed unanimously.  
143  
144 (b) Committee Tracking Form  
145 Mr. Stack noted that there are a lot of budget items on the tracking form.  
146  
147 **9. Committee Chairs' Remarks** (none given)  
148 (a) Board Operations Committee:  
149 (b) External Relations Committee:  
150 (c) Planning and Strategy Committee:

- 151 (d) Strategic Implementation Committee:  
152 (e) CA Representatives to the Inner Arbor Trust Board of Directors:  
153

154 **12. Recommendations for Board Action**

155 (a) Consent Agenda

156 *(added to agenda tonight)*Minutes of closed the meeting held on February 9

157 Ms. McCord asked why the minutes included all motions made during the meeting rather than only the  
158 final motion on an issue. Board members noted that they had voted during the last fiscal year to have  
159 meeting minutes include votes on all motions made and Board members' votes on amendments as well  
160 as final motions.

161 1. Approval of Appointments to the Owen Brown Executive Architectural Committee

162 The appointments of Vickie Manning, Jay Stearman, and Laurie Weekly were approved without  
163 objection.  
164

165 (b) Recommendations for Board Action

166 1. Approval of Transfer of Funds – New Headquarters

167 **Action:** The Board approved the SIC recommendation to transfer tonight an additional \$545,000  
168 of the previously approved \$1 million forfit-out of the new CA headquarters. Vote: 9-0-1.

169 For: Messrs. Avery, Boulton, Dunn, Schwind, Wu and Stack, and Mses. Evans,  
170 Ketley and McCord

171 Against: None

172 Abstain: Mr. Klein  
173

174 2. Approval of FY15 and 16 Category II Equipment Purchase Changes

175 **Action:** The Board unanimously approved the SIC recommendation to reallocate approved  
176 Category II funding for Open Space and Facilities Department equipment purchases as  
177 described in the May 18 staff memo.  
178

179 **13. Possible Topics for Future Board discussions**

180 Board members added no new items to the list generated during the May 14 Board meeting. They may  
181 prioritize items on the list at a later meeting.  
182

183 **14. Tracking Forms**

184 (a) Tracking Form for Board Requests: no additions  
185

186 (b) Tracking Form for Resident Requests: Ms.Fanaroff said that items with a June 1 due date have been  
187 answered.  
188

189 **15. Talking Points:** Recording Secretary Valerie Montague read the Talking Points.  
190

191 **16. Adjournment:** The meeting was adjourned at 10:30 p.m.  
192

193 Respectfully submitted,

194 Valerie Montague

195 Recording Secretary  
196