

**Minutes of the
BOARD OF DIRECTORS MEETING
Held: April 23, 2015**

Approved: May 28, 2015

A meeting of the Columbia Association Board of Directors was held on Thursday, April 23, 2015 at the Columbia Association Building. Present were Chairman Russ Swatek, and members Reg Avery, Brian Dunn, Jeanne Ketley, Alan Klein, Tom O'Connor, Gregg Schwind, and Andrew Stack. Members Michael Cornell and Nancy McCord were absent. Also present were CA President/CEO Milton W. Matthews, Chief Staff Liaisons Susan Krabbe and Jane Dembner, and Governance Chief of Staff Rob Goldman.

1. Call to Order: The Board of Directors Meeting was called to order at 7:02 p.m. by the Chair, Russ Swatek.

2. Announcement of Closed/Special Meetings Held/To be held:

The **Risk Management Committee** held a closed meeting at the Columbia Association Building on April 9, 2015. Members present were Susan Krabbe, Richard Shaw, Alan Klein, Reg Avery and President/CEO Milton W. Matthews. The vote to close the meeting was 5-0-0.

For: Ms. Krabbe and Messrs. Shaw, Klein, Avery, and Matthews

Against: None

Abstain: None

The closed meeting was authorized under the Maryland Homeowners Act, Md. Code, Real Property §11B-111 (4)(iii) and (iv), Consultation with legal counsel on legal matters; and Consultation with staff personnel, consultants, attorneys, or other persons in connection with pending or potential litigation or other legal matters. The meeting was closed from 6:35 p.m. until 6:55 p.m.

The Architectural Resource Committee held a closed meeting at the Columbia Association Building on April 13, 2015. Members present were: Michelle Miller, Jane Dembner, Denis Ellis, Michael Shaw, Debbie Bach, Maryann Cohea and others present where: Ingrid Hatz, Gordon MacPhee, Pat Loeber, Carole MacPhee, Scott Templin and Laura Parrish. The vote to close the meeting was 4-0-0.

For: Mmes. Miller, Dembner, Bach, and Cohea; and Messrs. Ellis and Shaw

Against: None

Abstain: None

The closed meeting was authorized under the Maryland Homeowners Act, Md. Code, Real Property §11B-111 (4)(iv), Consultation with staff personnel, consultants, attorneys, or other persons in connection with pending or potential litigation or other legal matters. The meeting was closed from 1:15 p.m. until 1:45 p.m.

3. Approval of Agenda:

Action: Mr. Avery moved to approve the agenda and Ms. Ketley seconded the motion. Mr. Goldman asked that item 11(b)1(b) be moved to item 10(a) to allow special guests from the Columbia 50th Birthday Celebration, Inc. could speak earlier in the meeting. The motion to approve the amended agenda passed unanimously. Vote: 8-0-0.

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

Against: None

Abstain: None

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

5. Resident Speakout:

- (a) Rick Levitan spoke about the Fueling Stations Task Force report.
- (b) Barbara Russell, Oakland Mills, inquired about the answers to her questions regarding CA insurance.
- (c) Joel Hurewitz, Harpers Choice, spoke about the definition of meetings.

6. Approval of Minutes

Action: Mr. Avery moved that the minutes of the April 9th meeting be approved, and Mr. Klein seconded. The vote to approve was 7-0-1.

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

Against: - 0 -

Abstain: Mr. O'Connor

7. Chairman's Remarks: Mr. Swatek noted a vote on a closed meeting would be taken following the adjournment of the open meeting.

8. President's Report: Mr. Matthews noted CA's Energy Star Award from the Environmental Protection Agency and commended Jeremy Scharfenberg, CA's energy manager, on his work which resulted in the award. Mr. Matthews reminded the Board of the Grand Opening of the Hobbits Glen Clubhouse on Sunday, May 31 from 1:30-4:30 p.m. In response to a question from Mr. Klein, Mr. Matthews said the response from the Inner Arbor Trust, Inc. to the letter signed by the Chair of the CA Board of Directors was positive. Mr. O'Connor asked about the status of the Dorsey Search meeting room. Mr. Matthey responded that construction is underway and on schedule. Mr. Matthews thanked the FY 2015 Board members for their work during the past fiscal year. He noted that a Waterfall Japanese Maple tree was planted in the garden near the Lake Kittamaquondi dock to commemorate CA's presence at its current headquarters site. He thanked Messrs. Swatek and Stack for their work as co-chairs of the Board of Directors in FY 2015 and recognized Messrs. O'Connor and Swatek for their years of service as CA Board members.

9. Committee Chairs' Reports

- (a) Board Operations Committee: There will be no more BOC meetings in FY 2015.
- (b) External Relations Committee: None
- (c) Planning and Strategy Committee: None
- (d) Strategic Implantation Committee: None
- (e) CA Representatives to the Inner Arbor Trust Board of Directors : None

10. Special topics and Presentations

- (a) Update from the Columbia 50th Birthday Celebration, Inc.
Ms. Jean Moon and Ms. Missy Matthey and gave an update on the work of the Columbia 50th Birthday Celebration, Inc. The organization received 501(c)(3) status from the Internal Revenue Service in August 2014. The organization's website will be up and running soon, and a search has started for a managing director. The 50th Birthday Celebration will take place March-September 2017 with the themes of "Honoring the Past" and "Managing the Future." The organization is reaching out to community stakeholders to participate in the festivities.

11. Committee Agendas

(a) Strategic Implementation Committee

1. Discussion

- (a) Suggested Revisions to the Purchasing Policy

Patrick O'Malley, director of Purchasing, discussed the proposed revision to the CA purchasing policy. The proposed revision would allow professional service contracts for up to five years instead of the current three years.

Action: Mr. O'Connor moved that the proposed revision to the CA purchasing policy, with Mr. Matthews' modifications to staff members' titles, be accepted; Mr. Avery seconded the motion. The motion was approved unanimously.

Action: Mr. O'Connor moved that the item be sent to the Board of Directors that evening for a vote. Mr. Avery seconded the motion, which passed unanimously.

(b) Tracking Form – There were no tracking form updates.

(b) External Relations Committee

1. Discussion

(a) Review End of Year Report – The Committee reviewed the End-of-Year Report.

(b) Tracking Form – There were no tracking form updates.

(c) Planning and Strategy Committee

1. Discussion

(a) Follow-Up Discussion on the Benefits Study

Michael Collins, Chief Human Resource Officer, presented the updated Benefits Study summary to the Board. He reviewed specific findings of the study including how CA benefits compare to selected organizations, and discussed the living wage issue and the changes to the annual review format for FY 2016.

Action: Mr. Stack moved that the PSC recommend that staff review the recommendations on page 9 of the Benefits Study Summary, and come back to the Board with recommendations on CA's incentive program and living wages for consideration during the biennial budget review process for FY 2017 and FY 2018. Mr. Dunn seconded the motion, which passed unanimously.

Action: Mr. Stack made a motion that the PSC approve staff's recommendation regarding the annual review format for FY 2016. Mr. Dunn seconded the motion, which passed unanimously.

Action: Mr. Stack moved that these approved motions be sent to the Board of Directors that evening for a vote. Mr. Dunn seconded the motion, which passed unanimously.

12. Reports

The Board reviewed the End-of-Year Reports from the Board Operations, Audit, External Relations, Planning and Strategy, Risk Management, and Strategic Implementation Committees.

Action: The first accomplishment in the External Relations Committee End-of-Year Report was amended to read "Hosted four Stakeholders Dinners with County Delegation to *State Government*, Chamber of Commerce, Police and Fire Chiefs, and County Council/County Executive."

13. Recommendations for Board Action

(a) Consent Agenda

1. Approval of Appointment to the Hickory Ridge Architectural Committee

Action: Approved without objection

2. Approval of the Definition of What Constitutes a Board Meeting

Action: Approved without objection

3. Approval of the amended Policy regarding the Use of E-Mail among Board Members

Action: Approved without objection

(b) Recommendations for Action

1. Approval of the Guiding Principles Regarding Columbia as a Planned Community
Suggestions to the wording in the Introduction and in the paragraph on Diversity/Inclusion Principles were discussed.

Action: The Board unanimously approved the Guiding Principles Regarding Columbia as a Planned Community as amended.

Other Votes by the Board of Directors

Action: Mr. Stack made a motion to waive policy and for the Board to take up the recommendation from the Strategic Implementation Committee and the two recommendations from the Planning and Strategy Committee. Mr. O'Connor seconded the motion, which passed unanimously.

Action: Mr. Swatek called for a vote to approve the three recommendations. The vote to approve was 6-0-1.

For: Messrs. Avery, Klein, O'Connor, Stack, and Swatek; and Ms. Ketley

Against: None

Abstain: Mr. Dunn

14. Tracking Forms

(a) Tracking Form – Board Requests – Questions in Mr. Schwind's e-mail will be added

(b) Tracking Form – Resident Requests – No items were added

Tracking forms will be reformatted to show open items at the top.

15. Talking Points: Recording Secretary Fenise Dunson gave the Talking Points.

16. Adjournment: The meeting adjourned at 8:51.

Respectfully Submitted,

Fenise Dunson
Recording Secretary