

**Minutes of the
BOARD OF DIRECTORS MEETING
Held: April 9, 2015**

Approved: April 23, 2015

A meeting of the Columbia Association Board of Directors was held on Thursday, April 9, 2015 at the Columbia Association Building. Present were Chairman Russ Swatek, and members Reg Avery, Brian Dunn, Jeanne Ketley, Alan Klein, Nancy McCord, Gregg Schwind (via phone), and Andrew Stack. Board Members Michael Cornell and Tom O'Connor were absent. Also present were CA President/CEO Milton Matthews, Chief Staff Liaisons Susan Krabbe and Jane Dembner, Governance Chief of Staff Rob Goldman, and General Counsel Sheri Fanaroff.

1. Call to Order: The Board of Directors Meeting was called to order at 7:06 p.m. by the Chair, Russ Swatek.

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

3. Approval of Agenda:

Action: Mr. Avery moved to approve the agenda; Mr. Dunn seconded the motion. Mr. Matthews asked that Item 12(b)1(a) be moved to precede Item 10. The agenda, as amended, was approved unanimously. Vote: 7-0-0.

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

5. Resident Speakout:

(a) Joel Hurewitz, Harpers Choice, spoke about CA's strategy for dealing with nuisance houses and about CA by-laws and policies.

6. Approval of Minutes

Action: Ms. McCord moved that the minutes of March 26, 2015 be approved. Mr. Avery seconded the motion, which passed unanimously. Vote: 7-0-0.

7. Chairman's Remarks: None.

8. President's Remarks: Mr. Matthews said CA will receive an Energy Star Partner of the Year Award from the Environmental Protection Agency. He recognized the efforts of CA's Energy Manager, Jeremy Scharfenberg. Mr. Matthews said Dennis Matthey and he will accompany Mr. Scharfenberg to the award ceremony on April 20 in Washington, D.C.

9. Committee Chairs' Reports

- (a) **Board Operations Committee:** Mr. Swatek said there will be a closed BOC meeting following tonight's open Board meeting.
- (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:** Ms. McCord said the next meeting will be held on April 15.

12. Committee Agendas

- (b) Strategic Implementation Committee
 - 1. Discussion

- (a) Howard County Easement Requests re: Multi-Use Pathway from Blandair to Howard County General Hospital – Phases 3 and 4
Open Space Management Director Daniel D’Amore and Howard Hughes Corporation Vice President Robert Jenkins described changes to draft easement requests for a Phases 3 and 4 of a multi-use pathway. They said that county representatives must also approve the changes.

(Mr. Schwind joined the meeting via phone at 7:15 p.m.)

Action: Mr. Avery moved that the SIC recommend that the Board approve two resolutions authorizing easements for sections 3 and 4 of a multi-use pathway from Blandair to Howard County General Hospital. Mr. Klein seconded the motion, which passed. Vote: 2-0-0.

10. Recommendations for Board Action

(a) Consent Agenda

1. Approval of Request of the General Counsel

Action: Approved without objection

2. Approval of Recommendation to Release Closed Meeting Minutes

Action: The General Counsel’s recommendation regarding release of minutes of a closed BOC meeting held on March 31, 2014 and closed Board meetings held from March 27, 2014 through May 5, 2015 was approved without objection.

Ms. Fanaroff said, with respect to any minutes that would be released, those minutes will now be posted on the website and be placed in Executive Assistant Janet Loughran’s binder.

3. Approval of Appointments to the Architectural Resource Committee for FY 16

Action: CA staff’s recommendation to appoint Gordon MacPhee, Debbie Bach, Michael Shaw, Denis Ellis and Jane Dembner to the Architectural Resources Committee was approved without objection.

(b) Recommendations for Action

1. Approval of Repairs to Preserve the Swim Center

Action: Mr. Stack moved that the Board amend the PSC’s recommendation for repairs needed to preserve the Swim Center by deleting “and that the repairs be accelerated to be done in FY 17 and FY 18.” Mr. Dunn seconded the motion. The amended recommendation was approved unanimously. Vote: 8-0-0.

2. Approval of the Recommendation to keep Splashdown, with directions to staff to explore other configurations for the slide landing or otherwise replacement with the same

Action: The Board approved the PSC’s recommendation to replace SplashDown, with directions to staff to explore other configurations for the slide landing or otherwise replace with the same. Vote: 8-0-0.

4. Approval of Advisory Committee Charges

Action: Ms. McCord moved that the Board approve the Advisory Committee charges, direct staff to revise them to clarify the committees’ advisory nature, and stipulate that new charges will be developed and adopted as part of each CA two-year budget process. Mr. Stack seconded the motion, which passed unanimously. Vote: 8-0-0.

3. Approval of Policy for Severance Payments

Action: Mr. Klein moved that the words “retain the option to” be deleted from first line of the last paragraph of the Policy Regarding Severance Payments that Exceed Guidelines. Mr. Avery seconded the motion, which passed unanimously. Vote: 8-0-0.

Action: Mr. Schwind moved to change the words “whichever is greater” to “whichever is less” in Paragraph 3 of the severance policy. Mr. Klein seconded the motion, which passed unanimously. Vote: 8-0-0.

Action: The Board unanimously approved the policy, as amended. Vote: 8-0-0.

11. Special Topics and Presentations–None

Ms. Krabbe asked the Board to consider approving tonight the SIC’s recommendations to authorize easement requests for a multi-use pathway.

Action: Mr. Stack moved that the Board approve the SIC’s two resolutions authorizing easements for Phases 3 and 4 of a multi-use pathway from Blandair to Howard County General Hospital. Mr. Avery seconded the motion, which passed unanimously. Vote: 8-0-0.

12. Committee Agendas

(a) Planning and Strategy Committee

1. Discussion

(a) Review End-of-Year Report.

Mr. Schwind noted that the issue of increasing indoor swim lanes in the short term has not been resolved. Mr. Swatek suggested adding the item to the PSC tracking form.

Action: Mr. Stack moved that the PSC recommend that the Board accept the PSC’s end-of-year report. Mr. Dunn seconded the motion, which passed unanimously. Vote: 3-0-0.

(b) Discussion of Guiding Principles (Revised Draft) Regarding Columbia as a Planned Community (2nd Discussion)

Ms. Dembner asked that the PSC review the principles and recommend Board approval.

Action: Mr. Stack moved that the PSC recommend that the Board approve revised guiding principles regarding Columbia as a planned community. Mr. Schwind seconded the motion, which passed unanimously. Vote: 3-0-0.

(c) Committee Tracking Form

Mr. Schwind added an item regarding planning for increased pool swim lanes.

(b) Strategic Implementation Committee

1. Discussion

(b) Revisions to the CA Residential Covenant Review and Enforcement Process specifically related to Abandoned Properties (2nd discussion)

Ms. Fanaroff described changes made to the policy at board members’ request and gave updates regarding abandoned properties on which CA is remedying architectural covenant violations by doing such work as lawn maintenance. She also said CA has no legal authority to enter the houses. Abandoned houses on CA’s current list need approximately \$17,000 in exterior maintenance. Mr. Matthews said CA’s ability to remedy covenant violations at any given time is limited by the budget.

Action: Mr. Klein moved that the Abandoned House Policy be amended to require CA staff to provide reports at the end of each fiscal year regarding affected properties and the costs of repairs. Mr. Avery seconded the motion, which passed. Vote: 2-0-0

Action: Mr. Klein moved that the SIC recommend that the Board accept the revised policy. Mr. Avery seconded the motion, which passed. Vote: 2-0-0

(c) Status of Symphony Woods Development

During discussion of a letter drafted by Mr. Schwind asking the Inner Arbor Trust to provide CA with a timeline for doing construction that has been approved for Symphony Woods/Merriweather Park, including new pathways, Mr. Klein suggested addressing the letter to the IAT Board chair instead of its executive director. He also suggested adding “as approved by the Planning Board” to the end of the first paragraph of the letter.

Action: Mr. Avery moved that the SIC recommend that the Board approve the letter as amended. Mr. Klein seconded the motion, which passed. Vote 2-0-0.

(d) Review End-of-Year Report

Mr. Klein praised Ms. Krabbe on the organization of the committee’s annual report.

Action: Mr. Avery moved that the SIC recommend that the Board accept the committee’s annual report. Mr. Klein seconded the motion, which passed. Vote: 2-0-0

(e) Committee Tracking Form

In response to a question from Mr. Klein, Ms. Krabbe said that a key performance indicator dashboard will be presented to the Board in June.

In response to a question from Mr. Avery about issuing a Bridge Columbia report, Ms. Dembner said that no final report has yet been released.

(c) External Relations Committee

1. Discussion

(a) Approval of Appointment of Long Reach representative to the Watershed Advisory Committee

Action: Ms. McCord moved that the ERC recommend that the Board appoint Tim Titus as Long Reach’s representative on the Watershed Advisory Committee. Ms. Ketley seconded the motion, which passed. Vote: 2-0-0.

Votes by the Board of Directors

Action: Mr. Stack recommended that the Board vote on: 1) the SIC recommendation to approve the abandoned property policy as amended; 2) the SIC recommendation to approve a letter asking the Inner Arbor Trust to provide CA with a timeline for doing approved construction in Symphony Woods/Merriweather Park; and 3) the ERC’s recommendation to appoint Tim Titus to the Watershed Advisory Committee. Mr. Dunn seconded the motion, which passed unanimously. Vote: 8-0-0.

Action: Mr. Klein moved that the Board approve all three items listed in the previous motion. Ms. Ketley seconded the motion, which passed unanimously. Vote 8-0-0.

13. Tracking Forms

(a) Tracking Form for Board Requests:

(b) Tracking Form for Resident Requests: None

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

15. Adjournment: The open meeting was adjourned at 8:57 p.m.

16. A closed meeting of the Board Operations Committee hosting the Board of Directors followed adjournment of the open meeting.

Respectfully submitted,

Valerie Montague
Recording Secretary

The following page is from
Resident Speakout
at the April 9, 2015
Columbia Association
Board of Directors meeting

To: CA Board of Directors

From: Joel Hurewitz

Date: April 9, 2015

Subject: Questions Pursuant to the Process for Responding to Residents Who "Speak Out" Updated April 2008

Whereas, I have asked a number of questions regarding procedural and governing matters pertaining to the CA Charter, Bylaws, and Policies;

Whereas, while I appreciate that some questions have been answered, other questions including some asked on or about January 21, 2015 have not been included on the Resident Request Tracking Log;

Whereas, the Due Date for the January 16, 2015 Resident Request Tracking Log item has been missed, then extended and then missed again;

Whereas, the Due Date for the February 23, 2015 Resident Request Tracking Log item has been extended to April 15, 2015;

Whereas, time is of the essence regarding questions pertinent to the upcoming Members Meeting;

Therefore, pursuant to the Process for Responding to Residents Who "Speak Out," I respectfully ask the following questions:

1. What document or policy, if any, provides for the President to preside at Members Meetings when Section 4.02 of the Bylaws gives this responsibility to the Chairperson of the Board, and Section 4.03 gives this responsibility to the Vice-Chairperson in the absence of the Chairperson and Section 4.04 does not specifically give this responsibility to the President?
2. What document or policy, if any, provides for an annual organizational meeting, separate and distinct from the Members Meeting, of the Columbia Council when SEVENTH (1) of the Charter states that "The members of the Corporation shall be the Columbia Council Representatives"?
3. What document or policy, if any, provides for the election of a Chair and Vice-Chair of the Columbia Council separate and distinct from the Chairperson and Vice-Chairperson of the Board of Directors?
4. What document or policy, if any, provides for the backdating of the appointment of Members and Board of Directors especially in light of the amendments to SEVENTH (3) of the Charter which provides that "Each member and director so elected shall serve as such until the end of his/her term as Columbia Council Representative or until his or her successor is duly elected and qualifies, whichever is later" with the May organizational meeting being later than the election of the Council Representative?
5. What document or policy, if any, provides for the backdating of the appointment of the Executive Officers when Section 4.01 of the Bylaws provides that "Each such officer shall hold office until the first meeting of the Board of Directors after the annual meeting of members next succeeding his or her election, and until his or her successor shall have been duly chosen and qualified"?