

**Minutes of the
BOARD OF DIRECTORS MEETING
Held: January 14, 2016**

Approved: January 28, 2016

A meeting of the Columbia Association Board of Directors was held on Thursday, January 14, 2016, at the Columbia Association Building. Present were Chairman Andrew Stack and members Reg Avery, Dick Boulton, Jeanne Ketley, Alan Klein, and Nancy McCord. Also present were CA President/CEO Milton Matthews, and Chief Staff Liaisons Susan Krabbe and Norma Heim, General Counsel Sheri Fanaroff and Governance Chief of Staff Jane Dembner.

1. Call to Order: The Board of Directors Meeting was called to order at 7:00 p.m. by the Chairman, Andrew Stack.

2. Vote to Hold a Closed Meeting of the CA Board of Directors

Action: Ms. McCord moved to hold a closed meeting of the CA Board of Directors. Mr. Avery seconded the motion, which passed unanimously. Vote: 6-0-0.

For: Messrs. Avery, Boulton, Klein, and Stack, and Mses. Ketley, and McCord

Against: none

Abstain: none

3. Closed Meeting of the CA Board of Directors

4. Announcement of Closed/Special Meetings Held/To Be Held:

The Architectural Resource Committee met on December 14, 2015 at the Columbia Association headquarters. Members present were Jane Dembner, Craig Garrison, Michael Shaw, Debbie Nix, and Gordon MacPhee. Also present were Eva Lambright, Carole MacPhee, Laura Parrish, Sandy Cedarbaum, Pat Loeber, Karen Turcan, Dale Wasmus and Sheri Fanaroff. The vote to close the meeting was 5-0-0.

The closed meeting was authorized under the Maryland Homeowners Act, Md. Code, Real Property §11B-111(4)(iv) consultation with staff personnel, consultants, attorneys, board members or other persons in connection with pending or potential litigation or other legal matters. The meeting was closed from 1:20 p.m. until 1:40 p.m.

The **Board of Directors** held a closed meeting at the Columbia Association Building on January 11, 2016. Members present were: Reg Avery, Dick Boulton (arrived at 7:25), Brian Dunn, Janet Evans, Jeanne Ketley, Alan Klein, Nancy McCord, Gregg Schwind (via phone), and Andy Stack. CA President/CEO Milton Matthews also attended. The vote to close the meeting was 6-2-0.

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

Against: Mr. Klein and Ms. Ketley

Abstain: None

The closed meeting was authorized under the Maryland Homeowners Act, Md. Code, Real Property §11B-111(4)(i) Discussion of matters pertaining to employees and personnel. The meeting was closed from 7:05 p.m. until 8:05 p.m.

The **Board of Directors** held a closed meeting at the Columbia Association Building on January 14, 2016. Members present were: Reg Avery, Dick Boulton, Brian Dunn (arrived late), Janet Evans (who arrived after

the vote to close), Jeanne Ketley, Alan Klein, Nancy McCord, Gregg Schwind (arrived late), and Andy Stack. CA President/CEO Milton Matthews also attended. The vote to close the meeting was 6-0-0.

For: Messrs. Avery, Boulton, Klein and Stack, and Mses. Ketley and McCord

Against: None

Abstain: None

The closed meeting was authorized under the Maryland Homeowners Act, Md. Code, Real Property §11B-111(4)(iii) consultation with legal counsel on legal matters; and (4)(v) Investigative proceedings concerning possible or actual criminal misconduct. The meeting was closed from 7:05 p.m. until 7:32 p.m.

Present when the open meeting on January 14, 2016 reconvened at 7:37 p.m. were Chairman Andy Stack and members Reg Avery, Dick Boulton, Brian Dunn, Janet Evans, Jeanne Ketley, Alan Klein, Nancy McCord, and Gregg Schwind. Board member Chao Wu was absent. Also present were CA President/CEO Milton Matthews, Chief Staff Liaisons Susan Krabbe and Norma Heim, General Counsel Sheri Fanaroff, and Governance Chief of Staff Jane Dembner.

5. Approval of Agenda for Open Board of Directors Meeting:

Action: Mr. Avery moved that the agenda be approved as presented. Ms. McCord seconded the motion, which passed unanimously. Vote: 9-0-0

6. Disclosure of Conflicts of Interest: none

7. Resident Speakout:

(a) Joel Hurewitz, Harpers Choice, spoke about guidelines for Inner Arbor Trust representatives and the proposed land swap agreement between CA and Howard Research and Development.

8. Approval of Minutes of December 10, 2015

Action: Ms. McCord moved that the minutes be approved as presented. Ms. Ketley seconded the motion, which passed unanimously. Vote: 9-0-0.

9. Chairman's Remarks: Mr. Stack announced upcoming events:

- January 21; budget forum hosted by PSC at Slayton House
- January 25: stakeholders' dinner with the boards of Howard County Citizens Association and the League of Women Voters at Linden Hall.
- January 28: next CA Board meeting
- February 4: work session at 7:30 p.m. for CA board to talk about improving committee work.
- March 1: Excite Columbia course begins

10. President's Remarks: none

11. Committee Chairs' Remarks:

- (a) Board Operations Committee: none
- (b) External Relations Committee: Mr. Klein said he was impressed by a middle school robotics presentation he attended, specifically how they worked together to resolve conflicts.
- (c) Planning and Strategy Committee: none
- (d) Strategic Implementation Committee: none
- (e) CA Representatives to the Inner Arbor Trust (IAT) Board of Directors: Mr. Schwind said the IAT Board met on January 7 and the next two months' meetings have been scheduled. Generally, meetings will be held at 8:00 a.m. on the second Wednesday of each month. He said construction of the Chrysalis is underway but completion may be delayed because of a steel supply delay. IAT is trying to get sponsorships to help fund the Chrysalis and is looking at other fundraising possibilities. He also said IAT will enter into an agreement with the county to use the park and the Chrysalis for certain events. Mr. Boulton said IAT is not posting its minutes and financial statements on its website as is required by its agreement with the county; IAT says its financial statements haven't been audited. Mr.

Boulton also said the county is no longer paying administrative expenses for IAT and the only consistent source of income for IAT is \$150,000 paid by IMA to rent part of Symphony Woods.

12. Special Topics and Presentations – none

13. Committee Agendas

(a) Strategic Implementation Committee

1. Discussion

(a) Land Swap – Columbia Association and HRD – Tennis Facility

Open Space Director Dennis Matthey described a proposed agreement between CA and Howard Research and Development to swap approximately 0.4 acres of Town Center open space near Banneker Road Fire Station for parcels in Long Reach that would be used to develop an indoor tennis facility. The board and staff also discussed language in the agreement that requires CA and HRD to hire consultants to develop a planning study regarding frontage on Little Patuxent Parkway between Moore Circle and Gov. Warfield Parkway.

Action: Mr. Schwind moved that the SIC recommend that the Board adopt staff’s recommendation to approve a land swap agreement with HRD. Ms. Evans seconded the motion, which passed unanimously. Vote: 3-0-0

(b) Planning and Strategy Committee

1. Discussion:

(a) PSC hosts Board work session on the Proposed Draft FY 17 and Conditional FY 18 budgets
CFO Susan Krabbe presented staff’s responses to written questions from board members about the Proposed FY17 and Conditional FY 2018 operating and capital budgets, and responded to questions asked tonight about work hours for part-time staff, funding for an ice rink, and spikes in the capital budget levels.

(b) Beginning the Strategy-Making Process for the CA Board of Directors

The Board brainstormed several possible strategic issues on which to work during calendar year 2016:

- Membership rates
- New Town zoning and shared community vision
- Board committee structure
- Communication with the community
- Make every resident a member of CA – pros and cons
- Get residents more involved and engaged in CA activities
- Creating a community and more activities/engagement attractive to young adults
- CA Vision and Mission
- Make CA athletic facilities more competitive
- Improve relationship between staff and board
- Commercial covenants – under CA’s prerogative
- Howard County development review process-determine when and how CA Board gets involved

During the next PSC meeting, the committee may narrow the list of issues and recommend to the full Board a few strategic issues on which to focus during calendar year 2016.

(c) Committee Tracking Form

14. Recommendations for Board Action

(a) Consent Agenda – None

(b) Recommendations for Action

1. Approval of Sister City Relationship with Cap-Haitien, Haiti

Action: Mr. Schwind moved that the Board approved the ERC's recommendation for Columbia to establish a Sister City relationship with Cap-Haitien, Haiti, with the stipulation that exchanges focus on service. Mr. Avery seconded the motion, which failed. Vote: 3-6-0
For: Messrs. Dunn, Stack, and Schwind
Against: Messrs. Avery, Boulton, and Klein; and Mses. Ketley, Evans, and McCord
Abstain: None

Action: The Board unanimously approved the ERC's recommendation for Columbia to establish a Sister City relationship with Cap-Haitien. Vote: 9-0-0

2. Approval of Proposed Orientation and Organizational Schedule for FY 17

Action: The Board unanimously approved the BOC's proposed Orientation and Organizational Schedule for FY 17. Vote: 9-0-0

3. Approval of the Guidelines for CA Board Members Serving as Representatives on the Inner Arbor Trust Board of Directors

Action: Mr. Stack moved that the CA Board members who also serve on the IAT Board, Mr. Boulton and Mr. Schwind, revise the proposed guidelines and present a new version to the board at the next meeting. Mr. Avery seconded the motion, which passed. Vote: 8-1-0
For: Messrs. Avery, Boulton, Klein, Schwind and Stack and Mses. Ketley, Evans, and McCord
Against: Mr. Dunn
Abstain: none

15. Tracking Forms

- (a) Tracking Form for Board Requests: No additions
- (b) Tracking Form for Resident Requests: No additions

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

17. Adjournment: The meeting was adjourned at 10:00 p.m.

Respectfully submitted,
Valerie Montague
Recording Secretary