

**Minutes of the
BOARD OF DIRECTORS MEETING
Held: January 8, 2015**

Approved: January 22, 2015

A meeting of the Columbia Association Board of Directors was held on Thursday, January 8, 2015, at the Columbia Association Building. Present were Chairman Russ Swatek, and members Reg Avery, Michael Cornell, Brian Dunn (via phone), Jeanne Ketley, Alan Klein, Nancy McCord, Tom O'Connor, Gregg Schwind, and Andy Stack. 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 7:35 p.m. by the Chair, Russ Swatek.

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

3. Approval of Agenda:

Action: Ms. McCord moved to approve the agenda; Mr. Cornell seconded the motion, which passed unanimously. Vote: 10-0-0.

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

5. Resident Speakout:

(a) Paul Verchinski, Oakland Mills, spoke about the management agreement between CA and the villages.

(b) Dick Boulton, Dorsey Search, spoke about the anonymous ethics complaint against CA Board member Alan Klein.

(c) Joel Hurewitz, Harpers Choice, spoke about proposed changes to CA's charter and by-laws.

6. Approval of Minutes of December 11, 2014

Action: Mr. Avery moved that the minutes of December 11, 2014 be approved as presented. Mr. Cornell seconded the motion, which passed unanimously. Vote: 10-0-0.

7. Chairman's Remarks:

Mr. Swatek said he was misquoted in a recent *Columbia Flier* article about an ethics complaint against Mr. Klein. He also said the Board work session on indoor aquatics, scheduled for January 15 at 7:30, should be better advertised.

8. President's Remarks:

Mr. Matthews reminded members that dinner with County Executive and County Council is scheduled for January 26 at 6:30 p.m. at Linden Hall in Dorsey Search. He also said he now serves on the County Executive's spending affordability advisory committee.

Mr. Goldman said all of the Haven on the Lake services and programs are up and running, and a punch list is being worked on to finalize construction of the facility. Open house events will be offered January 10 and 11. There are now 799 Haven members, including 677 people who upgraded their Package Plan Plus memberships to gain access to Haven's pools and saunas; 131 of these members are paying an additional \$64 per month to take classes at Haven. Over 100 people are paying higher fees for premium levels of Haven membership. In response to questions from Board members, Mr. Goldman said he would provide a

graph showing a rise in Haven on the Lake membership. He also noted that the facility is expected to break even after three years of operation.

Mr. Matthews described a new organizational structure. In response to Board members' questions, he said:

- Haven on the Lake is its own department because he wants its current general manager, Mr. Goldman, to report directly to him while the Haven is getting established. At a later date, the responsibility for managing Haven on the Lake will be moved to the Department of Sport and Fitness.
- Community Planning and Affairs Director Jane Dembner will be CA's liaison to county government and to the village associations.
- Some of the duties formerly handled by Mr. Goldman related to special projects will be transferred to the Department of Open Space and Facilities Services.

9. Committee Chairs' Reports

- (a) **Board Operations Committee:**None
- (b) **External Relations Committee:**None
- (c) **Planning and Strategy Committee:**None
- (d) **Strategic Implementation Committee:**

Mr. Klein asked about the procedure for publicizing Board committee meetings. The Board agreed that the BOC should discuss this issue.

(e) **CA Representatives to the Inner Arbor Trust Board of Directors:**

Mr. Matthews and Ms. McCord said the IAT board has obtained a 501(c)3 designation and has begun to solicit tax-deductible donations. Board members said the IAT had agreed to meet with the CA Board several time each year, with each board alternating as host. Mr. Schwind will ask the IAT board to host a joint meeting with the CA board.

10. Recommendation for Board Action

- (a) Consent Agenda – None
- (b) Recommendation for Action
 1. Approval of Amendment to the Special Rules of Order re: Procedures for Official Minutes-Resident Speakout

Mr. Dunn left the meeting by 8:30 p.m.

Action: Ms. Ketley moved to send the Minutes and Recordings policy recommendation back to the BOC for clarification. Mr. O'Connor seconded the motion, which failed. Vote: 1-6-2
For: Ms. Ketley
Against: Messrs. Cornell, Klein, Schwind, Stack and Swatek, and Ms. McCord
Abstain: Messrs. Avery and O'Connor

Action: Mr. Stack moved to amend the motion to add the word "written" so that the Minutes and Recordings policy says "minutes of the Board shall not contain comments or debate on measures, except that written comments provided to the Recording Secretary by members of the public or Directors shall be made addenda to the official copy of the minutes...." Mr. Klein seconded the motion, which passed. Vote: 6-0-3
For: Messrs. Cornell, Klein, Schwind, Stack and Swatek, and Ms. McCord
Against: None
Abstain: Messrs. Avery and O'Connor, and Ms. Ketley

Action: The Board voted on the amended motion regarding the BOC recommendation to amend the Minutes and Recordings policy. The motion passed. Vote: 7-0-3.

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

2. Approval of Changes to the CA Board Policy – Minutes and Recordings.

Action: The Board voted on the BOC recommendation to approve a revision to the Board's policy on Recording Votes on Motions to say that the minutes will reflect 1) all motions made, and 2) the Board Members' votes on amendments as well as final motions. The motion passed unanimously. Vote: 9-0-0.

11. Special Topics and Presentations:

(a) Discussion of the Administrative Revisions to CA's Charter and By-laws

Ms. Fanaroff and the Board discussed possible revisions to CA's charter, which was last updated in 1991. The Board also discussed proposed changes to CA's by-laws to make them conform to state law regarding homeowners associations.

Action: Mr. Klein moved to remove the word "leave" from Section 5, paragraph 3 of the Amended and Restated Charter. Mr. Stack seconded the motion, which passed. VOTE: 8-1-0.

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

The change cannot be finalized until after a 30-day public comment period.

Action: Mr. Cornell moved to revise Section 2.07(b)(8) of the by-laws to add "individual owner assessment accounts," and put "annual charge" in parentheses. Mr. O'Connor seconded the motion, which passed unanimously. VOTE: 9-0-0.

The change cannot be finalized until after a 30-day public comment period.

Action: Mr. Stack moved that the Board send to the CA Corporate members (i.e., CA Board members acting as the Columbia Council) the proposed revisions to the charter and bylaws as discussed tonight. Mr. Avery seconded the motion, which passed unanimously. Vote: 8-0-0.
(Mr. O'Connor was not in the room at the time of this vote.)

12. Committee Agendas

(a) Planning and Strategy Committee

1. Discussion

(a) Additional Deliberation on the Conditional FY 16 Budget

Ms. Krabbe provided estimates of the impact on revenue of not raising membership rates for sports and fitness facilities. By straw vote, the Board indicated a willingness to keep the Haven rates unchanged in FY16.

Action: Mr. Stack moved that the PSC recommend that the Board approve the conditional operation FY16 budget with no increases to any Haven on the Lake membership rates. Mr. Schwind seconded the motion. Vote: 1-1-0.

For: Mr. Stack
Against: Mr. Schwind
Abstain: None

(b) Overview of the Community Associations – Structure and Funding Relationship between CA and the Villages

Community Services Division Director Leslie Barnett, Community Services Department Director Michelle Miller and Internal Audit Director Jackie Tuma gave an overview of CA's 10 village community associations and their relationship with CA. They also described the operational and financial responsibilities of villages and of CA.

Mr. Klein asked staff to provide a chart showing how the change in the amount the village associations have received from CA over the past 10 years relates to CA's overall budgets during the same period.

(c) Committee tracking form

In response to a question from Mr. Swatek about membership rates and fee structure, Ms. Krabbe said a vendor has been approved, a purchase order has been signed, and work will begin soon.

Mr. Cornell left at 10:25 p.m.

13. Possible Topics for Future Board Discussions

Board members suggested discussing: "At what level of detail should the Board manage CA's operational decisions?"

14. Tracking Forms

(a) Tracking Form for Board Requests

Mr. Klein said that Inner Arbor updates should be included in the President's report each month and the words "if available" should be deleted from the Board request item.

(b) Tracking Form for Resident Requests

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

16. Adjournment: The meeting was adjourned at 10:41 p.m.

Respectfully submitted,

Valerie Montague
Recording Secretary

The following page is from
Resident Speakout
at the January 8, 2015
Columbia Association
Board of Directors meeting



Verizon Message Center

Thursday, Jan 8 at 2:30 PM

From:ddboulton <ddboulton@verizon.net>

To:hcletters@tribune.com

Subject:Alan Klein

The cowardly, anonymous ethics accusation against CA Board member Alan Klein is truly despicable. Over the years, Alan's principled stands protecting the rights of Howard County citizens have ruffled the feathers of many powerful special interests, but until now, none have ever stooped so low as to question his ethics. Alan represents a substantial number of local residents along with several other CA Board members in resisting the machinations of Inner Arbor, a private corporation that has bamboozled the Board into giving up control over Symphony Woods, a priceless part of our Columbia heritage. Alan has raised serious and justified questions about the legality of the Symphony Woods easement and the secretive, closed-door Inner Arbor meetings (in which the Inner Arbor president has managed to siphon off as much as \$20,000 a month of CA and County funds to his own one-man consulting firm).

And one other thing -- let's not be calling the Inner Arbor scheme a "curated arts park." There was no curator, nor any arts jury. Inner Arbor, in one of their closed-to-the-public meetings, simply handed off -- in another no-bid contract -- the arts component of the project to the brother of a prominent County politician. If the Flier wants to look for a real ethics violation, that might be a good place to start.

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