

**Minutes of the  
BOARD OF DIRECTORS MEETING  
Held: December 11, 2014**

Approved: January 8, 2015

A meeting of the Columbia Association Board of Directors was held on Thursday, December 11, 2014, at the Columbia Association Building. Present were Chairman Russ Swatek, and members Andrew Stack, Reg Avery, Michael Cornell, Brian Dunn, Jeanne Ketley (via phone), Alan Klein, Nancy McCord, and Tom O'Connor. Board member Gregg Schwind was absent. Also present were CA President/CEO Milton Matthews, Chief Staff Liaisons Susan Krabbe and Jane Dembner, and Governance Chief of Staff Rob Goldman (arrived at 8:25 p.m.)

**1. Call to Order:** The Board of Directors Meeting was called to order at 7:30 p.m. by the Chair, Russ Swatek.

**2. Announcement of Closed/Special Meetings Held/To Be Held:**

The Architectural Resource Committee held a closed meeting at the Columbia Association Building on December 8, 2014 to discuss new and ongoing covenant cases. Members present were: Michelle Miller, Denis Ellis, Michael Shaw, Maryann Cohea and Debbie Bach. Also present were Ingrid Hatz, Gordon MacPhee, Carole MacPhee, Carl McKinney, Laura Parrish, Debbie Nix, Karen Turcan, and Dale Wasmus. 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 or other persons in connection with pending or potential litigation. The meeting was closed from 1:15 p.m. until 2:15 p.m.

The Audit Committee held a closed meeting at the Columbia Association Building on December 10, 2014 to review several internal audit reports. Present were Michael Cornell, Gregg Schwind (via phone), Reg Avery and Jim Young. The vote to close the meeting was 4-0-0.

The closed meeting was authorized under the Maryland Homeowners Act, Md. Code, Real Property §IIB-111 (4)(i) Discussion of matters pertaining to employees and personnel; (iv) Consultation with staff personnel, consultants, attorneys, board members, or other persons in connection with pending or potential litigation or other legal matters; and (vi) Consideration of the terms or conditions of a business transaction in the negotiation stage if the disclosure could adversely affect the economic interests of the homeowners association. The meeting was closed from 8:35 p.m. until 9:45 p.m.

The Board of Directors held a closed meeting on December 11, 2014. Present were Chairman Russ Swatek and members Reg Avery, Michael Cornell, Brian Dunn, Alan Klein, Nancy McCord, Tom O'Connor, and Andrew Stack. The vote to close the meeting was 6-1-1.

For:	Messrs. Avery, Stack, O'Connor, Cornell, Swatek and Ms. McCord.
Against:	Mr. Klein
Abstain:	Mr. Dunn

The closed meeting was authorized under the Maryland Homeowners Act, Md. Code, Real Property §IIB-111 (4)(i) Discussion of matters pertaining to employees and personnel. The meeting was closed from 6:33 p.m. until 7:10 p.m.

**3. Approval of Agenda:**

**Action:** Mr. Avery moved to approve the agenda. Mr. Cornell seconded the motion, which passed unanimously. Vote: 9-0-0.

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

**5. Resident Speakout:**

(a) Walt Barnes, Oakland Mills, spoke about the Health and Fitness Advisory Committee’s request for repairs and upgrades to the Columbia Athletic Club.

(b) Linda Hitzelberger, Hickory Ridge Village Board, spoke about the land near their village center.

**6. Approval of Minutes** of November 13, 2014

**Action:** Ms. McCord moved that the minutes of November 13, 2014 be approved as presented. Mr. Avery seconded the motion, which passed unanimously. Vote: 9-0-0

**7. Chairman’s Remarks:**

Mr. Swatek said he and Mr. Stack recently accompanied Mr. Matthews to village board meetings in Kings Contrivance and River Hill. Eight of the 10 village boards have now been visited during Mr. Matthews’ tenure; Owen Brown’s board will be visited next week.

**8. President’s Remarks:**

Mr. Matthews praised his Executive Assistant, Janet Loughran, for writing the Message from the Office of the President/CEO in the December 2014 President’s Report.

Mr. Matthews said the Howard County Planning Board approved extension of a 10-foot-wide pathway to Blandair Park. Construction may begin during the first quarter of 2015. Mr. Avery commented that the Park and pathway will be patrolled by a team of police officers 24 hours a day.

Mr. Matthews said the Planning Board also approved Phase 2 of the Metropolitan apartment complex, with construction due to begin in March or April of 2015 and lasting approximately 18 months. CA will move its headquarters to Hillside Center in Owen Brown next summer; the lease on its current headquarters building expires in August 2015.

In response to a question from Mr. O’Connor, Director of Construction Dennis Matthey said he has a meeting scheduled for December 12 with the project manager and architect regarding separating improvements to the Dorsey Search meeting room and pool. He anticipates the meeting room may be completed by September 2015. Mr. Matthews said Mr. Matthey will update the Dorsey Search Village Board during the Village Board’s next meeting.

**9. Committee Chairs’ Reports**

(a) **Board Operations Committee:** None

(b) **External Relations Committee:** None

(c) **Planning and Strategy Committee:** None

(d) **Strategic Implementation Committee:** None

(e) **Audit Committee:** Mr. Cornell said the committee’s issues are on tonight’s agenda.

(f) **CA Representatives to the Inner Arbor Trust Board of Directors:** Ms. McCord said the IAT board will meet on December 16 and that the Howard County Planning Board has approved Phases 1 and 2 of the park’s development -- Chrysalis and Pathways.

**10. Special Topics and Presentations:** None

**11. Committee Agendas**

(a) Planning and Strategy Committee

1. Discussion

(a) First Deliberation on the Conditional FY 16 Budget

Ms. Krabbe explained that CA is in the second year of its two-year budget cycle and she presented proposed amendments to the FY 16 conditionally approved operating and capital budgets. Mr. Matthews said several unanticipated capital expenses arose this year, such as stabilizing a bridge at Fairway Hills Golf Course, restoring Dannon Garth Pond, and repairing the horse center roof. Ms. Dembner said discussions regarding creating a park on CA land near Hickory Ridge Village Center are underway with the property owners and county government.

Mr. Cornell asked that feasibility studies for projects be tracked in a more efficient way. Mr. Swatek asked that “feasibility study” be added to the PSC tracking form. Mr. Matthews said that the next two-year budget process should include prioritization of existing and potential capital projects.

A straw vote indicated that the Board favors the proposed capital budget changes.

The Board then discussed the operating budget and questioned proposed fee increases for the use of sports and fitness facilities. The Board requested that CA staff determine the impact on income of not raising these rates for FY 16.

In response to questions from Mr. Swatek about potential revenue increases from CA annual fees on new downtown development, Ms. Krabbe said staff has asked the county assessor’s office, to no avail, to estimate the value of the new properties so that CA staff can determine how much income CA can expect to gain from them.

After Ms. Krabbe explained each line item of proposed amendments to the operating budget, the Board took a straw vote that indicated the Board favored the proposed changes.

(b) Discussion of the Draft survey from the consultants

Chief Human Resources Officer Michael Collins asked the Board to approve a survey that will be given to staff related to their employee benefits. The Board and staff discussed answers provided by consulting firm Spectrum HR Solutions to questions from Mr. Schwind, then the Board agreed that staff may proceed with the survey.

(c) Committee tracking form - “Facilities assessment” will be added.

Strategic Implementation Committee

1. Discussion

(a) Request to purchase one piece of equipment with FY 15 capital funds

**Action:** Mr. Avery moved that the SIC recommend that the Board approve the purchase of a mini track loader with FY15 capital funds. Mr. O’Connor seconded the motion; it passed unanimously. Vote: 3-0-0.

**Action:** Mr. Avery moved that the SIC recommended that the Board vote tonight to approve the purchase of a mini track loader with FY15 capital funds. Mr. O’Connor seconded the motion; it passed unanimously. Vote: 3-0-0.

(b) Easement Request from Owen Brown (Emergency Exit from Addition to Interfaith Center)

Architect Phyllis Cook of Alexander Design Studio, Rev. Paige Getty of the Unitarian Universalist Congregation of Columbia, and Ann Wing requested an easement to build a path across CA open space from a county-mandated emergency exit door that will be in a planned addition to the Interfaith Center building.

**Action:** Mr. O’Connor moved that the SIC recommended that the Board approve an easement request from the Owen Brown Interfaith Center for construction of an emergency exit

pathway from their new planned addition. Mr. Avery seconded the motion; it passed unanimously. Vote: 3-0-0.

**Action:** Mr. O'Connor moved that the SIC recommend that the Board vote tonight to approve an easement request to Owen Brown Interfaith Center for construction of an emergency exit pathway from their new planned addition. Mr. Avery seconded the motion; it passed unanimously. Vote: 3-0-0.

(c) Committee Tracking Form

Mr. Klein asked that the tracking form include dates indicating when recurring reports and updates will be given to the Board. He also asked that an item that has been moved to the PSC tracking form be removed from the SIC tracking form.

(b) External Relations Committee

1. Discussion

(a) Update – January 26, 2015 Stakeholders Dinner

A stakeholder's dinner with the Howard County Executive and County Council will be held January 26 at Linden Hall in Dorsey's Search. A stakeholders dinner with officials from Howard County Fire and Rescue and the Howard County Police will be held in March 2015. The date of the event will be finalized in January.

(b) Committee Tracking Form

The Board is still interested in meeting with School Superintendent Renee Foose, whose board meetings are on the same nights as CA Board meetings.

Ms. McCord asked that the tracking form be updated to reflect progress being made regarding reintroduction of the carillon bells at Lake Kittamaqundi. She also reminded Board members to visit advisory committee meetings and send her brief reports about those visits.

The tracking form will be updated to reflect that a report on the Columbia Speaks community input meeting will be sent to Board members prior to the January 5 BOC meeting.

**12. Recommendation for Board Action**

(a) Consent Agenda – NONE

(b) Recommendation for Action

1. Appoint External Auditors for the FY15 Annual Audits of CA's Financial Statements and Incentive Savings Plan

Ms. Krabbe described the process of selecting an auditing firm. The Audit Committee has recommended that the Board again select Cohn Reznick as CA's external auditors.

**Action:** The Board unanimously approved the Audit Committee's recommendation to appoint Cohn Reznick as external auditors for the FY15 annual audits of CA's financial statements and Incentive Savings Plan. Vote: 9-0-0.

**Action:** Mr. Stack moved that the Board vote tonight on the SIC's recommendation to approve purchase of one mini track loader using FY 15 funds. Mr. Avery seconded the motion, which passed unanimously. Vote: 9-0-0.

**Action:** The Board unanimously approved the SIC's recommendation to purchase one mini track loader using FY 15 funds. Vote: 9-0-0.

**Action:** The Board approved the SIC's recommendation to vote tonight on an easement request for construction of an emergency exit from a planned addition to Owen Brown Interfaith Center. Mr. Avery seconded the motion, which passed. Vote: 8-0-1.  
For: Messrs. Swatek, Avery, Cornell, Dunn, Klein, O'Connor, Stack, and Ms. McCord  
Against: None  
Abstain: Ms. Ketley

**Action:** The Board approved SIC's recommendation to grant an easement to Owen Brown Interfaith Center for construction of an emergency exit from a planned addition. Vote: 8-0-1.  
For: Messrs. Swatek, Avery, Cornell, Dunn, Klein, O'Connor, Stack, and Ms. McCord  
Against: None  
Abstain: Ms. Ketley

### **13. Reports**

(a) FY 15 2<sup>nd</sup> Quarter Financial Report

(b) FY 15 2<sup>nd</sup> Quarter Financial Statements

Mr. Cornell said the Audit Committee reviewed CA's quarterly financial statement and financial report and submitted them to be filed.

### **14. Possible Topics for Future Board Discussions**

Board members suggested discussing:

- CA's possible role related to covenant gatekeeping
- Pros and cons of CA having a dedicated liaison with county government
- More frequently publishing explanations of the distinctions between functions performed by CA and by the county

### **15. Tracking Forms**

(a) Tracking Form for Board Requests

Mr. Klein noted a requirement that Inner Arbor updates be included in the President's report each month.

Mr. Cornell asked about an item related to CA's use of pesticides containing neonicotinoids. (The item is now on the SIC tracking log for further discussion in January 2015.)

(b) Tracking Form for Resident Requests

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

**17. Adjournment:** The meeting adjourned at 10:30 p.m.

Respectfully submitted,

Valerie Montague  
Recording Secretary