

**Minutes of the
BOARD OF DIRECTORS MEETING
Held: December 10, 2015**

Approved: January 14, 2016

A meeting of the Columbia Association Board of Directors was held on Thursday, December 10, 2015, at the Columbia Association Building. Present were Chairman Andy Stack and members Reg Avery, Dick Boulton, Brian Dunn, Janet Evans, Jeanne Ketley, Alan Klein, Nancy McCord, Gregg Schwind (arrived at 8:41 p.m.), and Chao Wu. Also present were CA President/CEO Milton Matthews, Chief Staff Liaison Susan Krabbe, 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 7:30 p.m. by the Chairman, Andy Stack.

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

The Risk Management committee held a closed meeting on October 22, 2015, at the Columbia Association headquarters. Members present were Reg Avery, Janet Evans, Milton Matthews, Gregg Schwind, Richard Shaw and Susan Krabbe. The vote to close the meeting was 6-0-0.

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 7:05 pm until 7:30 p.m.

The Architectural Resource Committee met on November 9, 2015 at the Columbia Association headquarters. Members present were Jane Dembner, Craig Garrison, Michael Shaw, and Gordon MacPhee. Also present were Carole MacPhee, Laura Parrish, Carl McKinney, Karen Turcan, Dale Wasmus and Susan Sloan. The vote to close the meeting was 4-0-0.

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 1:10 p.m. until 1:40 p.m.

The Audit Committee held a closed meeting on December 7, 2015 at the Columbia Association headquarters. Members present were Ed Berman, Nancy McCord, Gregg Schwind, Andy Stack and James Young. 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)(i) Discussion of matters pertaining to employees and personnel and §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 8:30 p.m. until 9:37 p.m.

3. Approval of Agenda:

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

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

4. Disclosure of Conflicts of Interest: none

5. Resident Speakout:

- (a) Chao Wu, River Hill, spoke about a potential Chinese Sister City for Columbia.
- (b) Paul Verchinski, Oakland Mills, spoke about proposed membership rate changes for seniors.
- (c) Hui Dong, River Hill, spoke about a potential Sister City relationship with Liyang, China.
- (d) Jun Han, Rockville, spoke about a potential Sister City relationship with Liyang, China.
- (e) Russ Swatek, Long Reach, spoke about Haven on the Lake's rate structure and CA's role in enforcing covenants regarding development.
- (f) Chris Alleva, spoke about the sale of the Twin Knoll property and CA's role in enforcing covenants regarding development.
- (g) Joel Hurewitz, Harpers Choice, spoke about Splashdown and Sister Cities.
- (h) Richard Blank, Jeffers Hill, spoke about a carjacking near the Athletic Club in November.

6. Approval of Minutes of November 12, 2015

Action: Ms. McCord moved that the minutes be approved as presented. Mr. Wu seconded the motion. Mr. Matthews noted that on Line 106, "uncertainly" should be corrected to read "uncertainty." The minutes were approved as corrected. Vote: 7-0-2.

- For: Messrs. Boulton, Dunn, Stack, and Wu, and Mses. Ketley, Evans, and McCord
Against: none
Abstain: Messrs. Avery and Klein

7. Chairperson's Remarks: Mr. Stack said the next World Languages Café will be held on December 16 and there was recently a nice article in the Flier about it. The next BOC meeting will be on January 4, a public budget forum will be held on January 21, and CA Board meetings will be held on January 14 and 28. He also said he is pleased that County Executive Allan Kittleman says he considers CA to be a partner with the county. Mr. Stack noted that he has now visited all of the village boards.

8. President's Remarks:

In response to Board member questions, Mr. Matthews and staff said:

- CA has been a part of the Inter-County Broadband Network for more than a year and now has high-speed fiber connectivity at six of its facilities.
- Staff will find out how many CA Monthlys are printed Mr. Wu noted that a number of them seem to be left untouched in various locations.
- CA is developing a way to have better oversight of large construction projects.
- The Dashboard number showing total dollars in Membership is low because it reflects only the first two quarters of the current fiscal year.
- Staff is starting a process, with the Board, of looking at a different business model for Haven on the Lake

9. Committee Chairs' Remarks:

- (a) Board Operations Committee: none
- (b) External Relations Committee: none
- (c) Planning and Strategy Committee: none
- (d) Strategic Implementation Committee: none
- (e) Audit Committee: The committee has forwarded CA's financial report to the Board.
- (f) CA Representatives to the Inner Arbor Trust Board of Directors: Mr. Boulton said he and Mr. Schwind have requested a breakdown of IAT expenses by vendor. He also said construction of the Chrysalis is being paid for by the county and seems to be on schedule. The IAT Board will meet on December 17 with Planning and Zoning.

10. Special Topics and Presentations – None

11. Committee Agendas

(c) External Relations Committee

1. Discussion

- (a) Presentation by Sister City Planning Committee re: New Sister City Relationship with Cap-Haitien, Haiti

Community Services Director Michelle Miller and International Exchange and Multicultural Programs Manager Laura Smit briefly described CA's international programs, then introduced Jean-Robert Anantua and David Weeks of the Cap-Haitien Sister Cities Planning Committee.

Mr. Schwind arrived at 8:42 p.m.

Messrs. Anantua and Weeks explained the concept of Sister Cities and requested that Cap-Haitien, Haiti become Columbia's first Sister City in the Western Hemisphere. They said Cap-Haitien was selected because: 1) there is a large Haitian diaspora in Howard County with strong interest in advancing the understanding of Haiti and its culture; 2) committee members have strong connections with Cap-Haitien mayor's office, NGOs, Rotary and cultural arts professionals; 3) Cap-Haitien has sent a letter expressing interest in becoming a Sister City to Columbia; and 4) a Sister Cities relationship with Cap-Haitien is in line with Columbia's emphasis on cultural diversity and inclusiveness.

Action: Mr. Klein moved that the ERC recommend that the Board approve the request to form a Sister City relationship between Columbia and Cap-Haitien, Haiti. Mr. Dunn seconded the motion, which passed unanimously. Vote: 3-0-0.

(b) Committee Tracking Form

(a) Planning and Strategy Committee

1. Discussion

- (a) Election of the Committee Chair and Vice Chair

Action: Ms. Ketley nominated Mr. Wu as chair. Ms. McCord seconded the motion, which the committee approved unanimously. Vote: 3-0-0.

Action: Mr. Wu nominated Ms. Ketley as vice chair. Ms. McCord seconded the motion, which the committee approved unanimously. Vote: 3-0-0.

Mr. Wu left at 9:25 p.m.

(b) Progress Report – Membership Structure and Customer Experience

Sport and Fitness Director Dan Burns described a timeline for implementing a new membership structure and pricing strategy. He said staff wants to focus on allowing members to fully use the facility of which they are a member. He recommends that the new membership structure go into effect May 1, 2017.

Action: Ms. McCord moved that the PSC recommend that the Board authorize staff work toward simplifying and improving memberships. Ms. Ketley seconded the motion, which passed. Vote: 2-0-0.

(c) Proposed Rate Changes for Haven on the Lake

Mr. Burns explained the justification for staff's recommendation to adjust the revenue model for Haven on the Lake to rely more on membership fees and less on class fees.

Action: Ms. McCord moved that the PSC recommend that the Board approve staff's recommendations for changing the pricing for Haven on the Lake. Ms. Ketley seconded the motion, which passed. Vote: 2-0-0.

Action: Ms. McCord moved that the PSC recommend that the Board suspend its rules in order to vote tonight on rate changes for Haven on the Lake. Ms. Ketley seconded the motion, which passed. Vote: 2-0-0.

12. Recommendations for Board Action

(a) Consent Agenda – None.

(b) Recommendations for Board Action

1. PSC’s Recommendation to Suspend the Rules and Vote Tonight on Haven Rate Changes

Action: Ms. McCord moved that the Board suspend its rules in order to vote tonight on rate changes for Haven on the Lake. Ms. Ketley seconded the motion, which passed. Vote: 7-2-0

For: Messrs. Boulton, Dunn, Stack, and Wu, and Mses. Ketley, Evans, and McCord

Against: Messrs. Avery and Klein

Abstain: None

Action: The Board approved the staff’s recommendation for new rates for Haven on the Lake. Vote: 6-2-1.

For: Messrs. Boulton, Dunn, and Stack, and Mses. Ketley, Evans, and McCord

Against: Messrs. Schwind and Klein

Abstain: Mr. Avery

13. Reports

(a) FY 16 2d Quarter Financial Report

(b) FY 16 2d Quarter Financial Statement

The Audit Committee has reviewed the FY16 second quarter Financial Report and recommends that the Board accept it. Ms. Krabbe also presented the Financial Statements comparing CA’s positions for the periods ending October 31, 2015 and 2014. The reports will be filed.

14. Tracking Forms

(a) Tracking Form for Board Requests: No additions

(b) Tracking Form for Resident Requests: No additions

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

16. Adjournment: The meeting was adjourned at 10:48 p.m.

Respectfully submitted,
Valerie Montague
Recording Secretary