

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

Approved: September 24, 2015

A meeting of the Columbia Association Board of Directors was held on Thursday, September 10, 2015, at the Columbia Association Building. Present were Chairperson Jeanne Ketley and members Reg Avery, Dick Boulton, Brian Dunn, Janet Evans, Alan Klein, Nancy McCord, Gregg Schwind (via phone, then arrived at 7:43 p.m.), Andrew Stack and Chao Wu. Also present were CA President/CEO Milton W. Matthews, Chief Staff Liaisons Susan Krabbe and Norma Heim, Governance Chief of Staff Jane Dembner, and General Counsel Sheri Fanaroff.

**1. Call to Order:** The Board of Directors Meeting was called to order at 7:28 p.m. by the Chairperson, Jeanne Ketley.

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

**The Risk Management Committee** held a closed meeting at the Columbia Association Building on July 23, 2015. Members present were Milton W. Matthews, Susan Krabbe, and Gregg Schwind. The vote to close the meeting was 3-0-0.

The closed meeting was authorized under the Maryland Homeowners Act, Md. Code, Real Property §11B-111 (4)(ii) Protection of the privacy or reputation of individuals in matters not related to the homeowners association's business, and (iv) Consultation with staff personnel, consultants, attorneys, or other persons in connection with pending or potential litigation or other legal matters. The meeting was closed from 6:47p.m. until 7:32 p.m.

The **Board of Directors** held a closed meeting at the Columbia Association Building on July 23, 2015. Members present were: Dick Boulton, Brian Dunn, Janet Evans, Jeanne Ketley, Alan Klein, Nancy McCord, Gregg Schwind, and Andrew Stack. Milton W. Matthews was also present. The vote to close the meeting was 7-1-0.

For: Messrs. Boulton, Dunn, Schwind and Stack, and Mses. Evans, Ketley and McCord.  
Against: Mr. Klein  
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, and (iii) Consultation with legal counsel on legal matters. The meeting was closed from 11:10 p.m. until 11:30 p.m.

The **Architectural Resource Committee** held a closed meeting at the Columbia Association Building on August 10, 2015 to discuss covenant cases. Members present were: Jane Dembner, Craig Garrison, Michael Shaw, and Gordon MacPhee. Also present were: Ingrid Hatz, Eva Lambright, Carole MacPhee, Laura Parrish, Debbie Nix, Pat Loeber, Carl McKinney, Karen Turcan, and Dale Wasmus. 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, or other persons in connection with pending or potential litigation or other legal matters. The meeting was closed from 1:05 p.m. until 1:40 p.m.

**3. Approval of Agenda:**

**Action:** Mr. Stack moved that the agenda be approved as presented. Ms. McCord seconded the motion which passed unanimously.

**4. Disclosure of Conflicts of Interest:** none

**5. Resident Speakout:** none

**6. Approval of Minutes** of July 23, 2015

Mr. Klein expressed concern that lines 135-147 did not describe the discussion about the site development plan for Royal Farms on Snowden River Parkway accurately. The Secretary was directed to review the recording of the July 23 meeting and, if warranted, revise the minutes to reflect the Board's direction to staff re: testimony on the proposed development.

**Action:** Mr. Stack moved to table approval of the minutes of July 23, 2015 until a revised version can be reviewed at the next meeting. Mr. Avery seconded the motion, which passed. Vote: 9-1-0

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

*Mr. Schwind arrived at 7:43 p.m..*

**7. Chairperson's Remarks:** None.

**8. President's Remarks:** Mr. Matthews said CA has worked with the police department to have cameras temporarily installed at Lake Elkhorn Park in light of recent robberies there. He also said Board members are invited to the Chrysalis groundbreaking at 10 a.m. on September 12.

**9. Committee Chairs' Remarks**

(a) Board Operations Committee: none

(b) External Relations Committee: Mr. Boulton praised Mr. Stack's presentation to the Dorsey Search Village Board meeting. He also praised Mr. Wu's blog.

(c) Planning and Strategy Committee: Mr. Stack thanked those who attended CA's budget hearing at Slayton House. Staff will compile testimony presented during the meeting and via email, and the Board will discuss it on October 8. On October 22, the Board may vote on which projects to include in the budget.

(d) Strategic Implementation Committee: none

(e) CA Representatives to the Inner Arbor Trust Board of Directors: Mr. Boulton would like the Inner Arbor board to meet more often and more regularly. He also said the IAT has not provided an implementation timeline that the CA Board requested several months ago.

**10. Special Topics and Presentations**

(a) Presentation by Club Intel – Recommendations and Ideas – Memberships, Structure and Pricing

(b) Questions and Answers from Club Intel Presentation

Club Intel principals Stephen Tharrett and Mark Williamson presented the results of their study of CA health and fitness membership offerings and pricing, suggested possible revisions to membership packages and pricing, and answered Board members' questions throughout the presentation.

**11. Committee Agendas**

(a) Planning and Strategy Committee

1. Discussion

(a) Committee Tracking Form

Mr. Stack said the committee will discuss the budget during its meetings on October 8 and 22.

(b) External Relations Committee

1. Discussion

(a) Policy on Sponsorships

The Board's discussion of the policy centered on whether or not:

- CA should obtain Board approval before entering into potentially controversial partnerships;
- CA should accept sponsorships from companies whose primary business involves tobacco, firearms, gambling or alcohol;
- Sponsors receive advertising in exchange for the fees they pay.

The Board directed staff to prepare a revised draft of the sponsorship policy in light of tonight's discussion.

(c) Audit Committee Briefing – IRS Form 990 – FY 2015

Ms. Krabbe explained the contents of CA's most recent Form 990 (Return of Organization Exempt from Income Tax).

**Action:** Mr. Avery moved that the Audit Committee recommend that the CA Board approve CA's Form 990 and 990T. Mr. Wu seconded the motion, which passed unanimously. Vote: 3-0-0.

**12. Recommendations for Board Action**

(a) Consent Agenda -- none

(b) Recommendations for Board Action

1. Approval of IRS Forms 990 and 990T

**Action:** Mr. Boulton moved that the Board approve CA's FY 2015 Forms 990 and 990T. Mr. Avery seconded the motion, which passed. Vote: 9-0-1.

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

Against: none

Abstain: Mr. Dunn

**13. Tracking Forms**

(a) Tracking Form for Board Requests:

Mr. Wu asked for a response to a request he sent via email for updates about pending repairs on CA assets valued at more than \$1 million. Mr. Matthews said a comprehensive facilities assessment is being done but will not be completed soon. Ms. Krabbe said CA is developing a list of all of CA's buildings and major outdoor components, showing the age of the facility, the value, construction, what CA does to maintain them and repairs/maintenance expected to be needed during the upcoming budget cycle. Mr. Stack suggested that Ms. Krabbe again send Board members the schedule showing when each major facility will be assessed for needed repairs.

(b) Tracking Form for Resident Requests: no additions.

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

**15. Adjournment:** The meeting was adjourned at 11:02 p.m.

Respectfully submitted,

Valerie Montague  
Recording Secretary