

**Minutes of the
Board Operations Committee Meeting
March 31, 2014**

Approved: June 2, 2014

A meeting of the Columbia Association Board Operations Committee was held on March 31, 2013, at 7:00 p.m. at the Columbia Association building. Present were the Chair, Andy Stack, and members Brian Dunn, and Russ Swatek, and Cynthia A.S.H. Coyle substituting for Michael Cornell who arrived at 7:03 p.m.; and Staff Liaisons Rob Goldman and Susan Krabbe; and President Phil Nelson. Other Board members present were Tom O'Connor, Alex Hekimian, Suzanne Waller, Nancy McCord, and Gregg Schwind (who arrived at 7:25 p.m.).

2. Announcement of Closed/Special Meetings Held/to be Held There were no closed meetings or special meetings held.

3. Approval of the Agenda

Action: Mr. Swatek moved to approve the agenda and Mr. Dunn seconded. The agenda was approved unanimously as presented.

Vote: 4-0-0

For: Ms. Coyle; Messrs. Stack, Dunn, and Swatek

Against: None

Abstain: None

4. Approval of the Minutes

March 6, 2014

Action: Mr. Swatek moved to approve the minutes of March 6, 2014, and Mr. Dunn seconded. The minutes were approved as presented.

Vote: 3-0-1

For: Messrs. Stack, Dunn, and Swatek

Against: None

Abstain: Ms. Coyle (she was not present at that meeting)

5. Resident Speakout There were no residents present to participate in Resident Speakout.

6. Finalize Proposed Agendas for Upcoming Board of Directors Meetings

a. Review Proposed Draft—April 10, 2014 (meeting will start at 7 p.m.)

At 7:03 p.m. Michael Cornell arrived.

Action: Mr. Dunn moved and Mr. Swatek seconded that the proposed agenda for the April 10, 2014, Board meeting be approved. Mr. Dunn suggested adding a discussion of Downtown Columbia legislation pending before the County Planning Board concerning Merriweather Post Pavilion, and Mr. Swatek agreed. Mr. Cornell suggested that the Board

write a letter to the County expressing the Board's desired outcome in the matter. The matter was placed under the Planning and Strategy Committee for 20 minutes. The amended agenda was approved unanimously.

Vote: 4-0-0

For: Messrs. Stack, Cornell, Dunn, and Swatek

Against: None

Abstain: None

b. Review Proposed Draft—April 24, 2014

Action: Mr. Dunn moved and Mr. Swatek seconded that the proposed agenda for the April 24, 2014, Board meeting be approved as amended. Mr. Swatek asked that the Board Actions follow the Committee Agendas so any pending action can be completed before the fiscal year's end, and that ERC's items be added to the Board Actions pending discussion. The Chair moved Board Actions after the End-of-Year Reports, as the last substantive item on the agenda.

Action: Mr. Swatek moved to approve the amended agenda, and Mr. Cornell seconded. The amended agenda was approved unanimously.

Vote: 4-0-0

For: Messrs. Stack, Cornell, Dunn, and Swatek

Against: None

Abstain: None

7. Administrative Items Arising from the BOC Job Description

At 7:25 p.m., Gregg Schwind arrived.

a. Board of Directors Committee Structure

The Board discussed Mr. O'Connor's proposal and the staff's response on changing the Board's committee structure, including discussing whether some items currently handled by the Board could be delegated to the BOC or to staff.

b. Recommendation to Approve Report from the BOC Sub-Committee on Advisory Committees (2nd Discussion/Vote)

Mr. Swatek suggested that #2 be changed to say the External Relations Committee be responsible for this task.

Action: Mr. Swatek moved and Mr. Cornell seconded that the BOC recommend to the Board that it approve the amended report on the advisory committees. The motion passed unanimously.

Vote: 4-0-0

For: Messrs. Stack, Cornell, Dunn, and Swatek

Against: None

Abstain: None

c. Review End-of Year Report –Board Operations Committee

Action: Mr. Cornell moved and Mr. Dunn seconded that the BOC move the BOC End-of-Year report to the Board to be filed. The motion passed unanimously.

Vote: 4-0-0

For: Messrs. Stack, Cornell, Dunn, and Swatek

Against: None
Abstain: None

d. Suggested FY Goals and Objectives for President/CEO

The BOC discussed this item with input from all of the Board members.

8. Tracking Form There was nothing to add.

9. Talking Points The Recording Secretary, Erin Gilland Roby, read the Talking Points.

10. Adjournment

Action: Mr. Cornell moved and Mr. Swatek seconded that the meeting be adjourned.
Hearing no objection, the Chair adjourned the meeting at 8:15 p.m.

Respectfully submitted,
Erin Gilland Roby
Recording Secretary

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**DRAFT MINUTES
BOARD OPERATIONS COMMITTEE
HELD: MARCH 6, 2014**

To be Approved: March 31, 2014

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The regular meeting of the Board Operations Committee was held on Thursday, March 6, 2014 at 8:30 p.m. at the Columbia Association Building. Present were Andrew Stack, Chair; and members Michael Cornell, Brian Dunn, Russ Swatek, and Phil Nelson, President. Also present were Chief Staff Liaisons Jane Dembner and Susan Krabbe. Board Members Cynthia Coyle, Alex Hekimian, Nancy McCord, Tom O'Connor, Gregg Schwind, and Suzanne Waller were also present.

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2. **Announcement of Closed/Special Meetings Held/To Be Held:** A closed meeting of the Columbia Association Board of Directors will be held on March 6, 2014 following adjournment of the Board Operations Committee meeting.

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3. **Approval of the Agenda:** Russ Swatek moved to approve the agenda; Michael Cornell seconded. The vote to approve was unanimous.

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4. **Approval of the Minutes:** Michael Cornell moved to approve the minutes of the February 3, 2014 meeting. Brian Dunn seconded. The vote to approve the minutes was unanimous.

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5. **Resident Speakout:** There were no residents for Resident Speakout.

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6. **Approval of the Draft Agenda for the March 13, 2014 Board Meeting:** Andrew Stack requested a vote to approve the agenda for the March 13, 2014 Board of Directors meeting as amended. The vote to approve the agenda was unanimous.

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7. **Approval of the Draft Agenda for the March 27, 2014 Board Meeting:** Michael Cornell moved to approve the agenda as amended; Brian Dunn seconded. The vote to approve the agenda was unanimous.

8. **End of Year Reports from Board Committees:** Andrew Stack reminded Committee Chairs that end-of-year reports are due.

9. **Board Committee Meeting Structure:** Tom O'Connor reviewed his proposal to alter the Board Committee meeting structure and in particular to break out the Committee meetings from the Board meetings. Suggestions included (i) implementing any changes during the next fiscal year and (ii) dropping the committee system altogether but keeping the Board Operations Committee for setting agendas. Andrew Stack asked Staff to prepare recommendations for discussion at the next Board Operations Committee meeting.

10. **Tracking Form:** Review of tracking form.

11. **Talking Points:** Presented by Alison Mathieson

12. **Adjournment:** The meeting adjourned at 9:30 p.m.

Respectfully submitted,
Alison Mathieson
Recording Secretary



Draft – As of 3-18-14

April 4, 2014

To: Columbia Association Board of Directors
Advisory Committee Chairpersons
Village Board Chairs
Village Managers
Members of the Press
CA Management

From: Andrew Stack, Board Chair

The Columbia Association Board of Directors Meeting will be held on Thursday, April 10, 2014 at 7:30 p.m. at the Columbia Association Building, 10221 Wincopin Circle, Columbia, MD 21044.

AGENDA

1. Call to Order (Announce Directors/Staff in Attendance) 1 min.
2. Announcement of Closed/Special Meetings Held/To Be Held 1 min.
3. Approval of Agenda 1 min.
4. Disclosure of Conflicts of Interest 1 min.
5. Approval of Minutes **March 27, 2014** 5 min.
6. Resident Speakout 15 min.
7. Chairman's Remarks 3 min.
8. President's Remarks; Follow-Up Questions from the Board Members 10 min.
9. Committee Chairs' Reports **16 min.**
 - (a) Board Operations Committee (4 min.)
 - (b) External Relations Committee (4 min.)
 - (c) Planning and Strategy Committee (4 min.)
 - (d) Strategic Implementation Committee (4 min.)
10. Recommendations for Board Action
 - (a) Consent Agenda
 - 1.
 - 2.
 - 3.
 - 4.
 - 5.
 - (b) Recommendations for Action
 1. *Approve Report from the BOC Subcommittee on Advisory Committees (pending discussion by BOC on 3-31-14)* (5 min.)
 - 2.
 - 3.
 - 4.
 - 5.

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| 11. Special Topics and Presentations | xx min. |
| 12. Committee Agendas | |
| (a) Planning and Strategy Committee | 72 min. |
| 1. Discussion | |
| (a) Discussion of Plan for Serving the Older Adult Community
(2 nd Discussion) | (20 min.) |
| (b) Update on the Study of Village Centers | (15 min.) |
| (c) Discuss Suggested Goals and Objectives for President/CEO
for FY 15 | (25 min.) |
| (d) Review End-of-Year Report | (10 min.) |
| (e) Committee Tracking Form | (2 min.) |
| 13. Tracking Forms | 5 min. |
| (a) Tracking Form for Board Requests | |
| (b) Tracking Form for Resident Requests | |
| 14. Talking Points | 2 min. |
| 15. Adjournment – No Later than 11:00 p.m. (Expected Ending Time:
Approximately XX:XX p.m.) | |

Next Board Meeting: Thursday, April 24, 2014

**ARRANGEMENTS FOR AN INTERPRETER FOR THE HEARING IMPAIRED CAN BE MADE BY
CALLING 410-715-3111 AT LEAST THREE DAYS IN ADVANCE OF THE MEETING.**

CA Mission Statement

Working every day in hundreds of ways to make Columbia an even better place to live, work, and play.

CA Vision Statement

Making Columbia the community of choice today and for generations to come.



Draft – As of 3-24-14

April 18, 2014

To: Columbia Association Board of Directors
Advisory Committee Chairpersons
Village Board Chairs
Village Managers
Members of the Press
CA Management

From: Andrew Stack, Board Chair

The Columbia Association Board of Directors Meeting will be held on Thursday, April 24, 2014 at 7:30 p.m. at the Columbia Association Building, 10221 Wincopin Circle, Columbia, MD 21044.

AGENDA

1. Call to Order (Announce Directors/Staff in Attendance) 1 min.
2. Announcement of Closed/Special Meetings Held/To Be Held 1 min.
3. Approval of Agenda 1 min.
4. Disclosure of Conflicts of Interest 1 min.
5. Approval of Minutes **April 10, 2014** 2 min.
6. Resident Speakout 15 min.
7. Chairman's Remarks 3 min.
8. President's Report – See written report – Follow-Up Questions from the BOD 10 min.
9. Chairs' Reports **16 min.**
 - (a) Board Operations Committee (4 min.)
 - (b) External Relations Committee (4 min.)
 - (c) Planning and Strategy Committee (4 min.)
 - (d) Strategic Implementation Committee (4 min.)
10. Recommendations for Board Action
 - (a) Consent Agenda
 - 1.
 - 2.
 - 3.
 - 4.
 - (b) Recommendations for Action
 1. *Approve Suggested FY 2015 Goals and Objectives for the President/CEO (pending PSC meeting discussion on 4-10-14)* (10 min.)
 2. *Approve Plan for Serving the Older Adult Community (pending discussion on 4-10-14)* (5 min.)
 - 3.
 - 4.

- 11. Special Topics and Presentations xx min.
 - (a)
 - (b)
 - (c)
 - (d)
- 12. Committee Agendas
 - (a) External Relations Committee **xx min.**
 - 1. Discussion
 - (a) Review End-of-Year Report *(10 min.)*
 - (b)
 - (c)
 - (d) Committee Tracking Form *(5 min.)*
 - (b) Strategic Implementation Committee **xx min.**
 - 1. Discussion
 - (a) Review End-of-Year Report *(10 min.)*
 - (b) Policy re: Employee Compensation Payments *(10 min.)*
 - (c) Proposed Long-Term Debt Issuance (2nd Discussion) *(20 min.)*
 - (d)
 - (e)
 - (f) Committee Tracking Form *(5 min.)*
- 13. Reports **12 min.**
 - (a) End-of-Year Report – Board Operations Committee *(2 min.)*
 - (b) End-of-Year Report – Audit Committee *(2 min.)*
 - (c) End-of-Year Report – External Relations Committee *(2 min.)*
 - (d) End-of-Year Report – Planning and Strategy Committee *(2 min.)*
 - (e) End-of-Year Report – Risk Management Committee *(2 min.)*
 - (f) End-of-Year Report – Strategic Implementation Committee *(2 min.)*
- 14. Tracking Forms 5 min.
 - (a) Tracking Form for Board Requests
 - (b) Tracking Form for Resident Requests
- 15. Talking Points 2 min.
- 16. Adjournment – No Later than 11:00 p.m. (Expected Ending Time: Approximately XX:XX p.m.)
- 17. **Closed Meeting of the CA Board of Directors follows adjournment of the Open Meeting**

Next Board Meeting: Thursday, May 8, 2014

ARRANGEMENTS FOR AN INTERPRETER FOR THE HEARING IMPAIRED CAN BE MADE BY CALLING 410-715-3111 AT LEAST THREE DAYS IN ADVANCE OF THE MEETING.

CA Mission Statement

Working every day in hundreds of ways to make Columbia an even better place to live, work, and play.

CA Vision Statement

Making Columbia the community of choice today and for generations to come.



To: CA Board of Directors
From: CA Management
Subject: Options for Committee Structures
Date: March 24, 2014

Background:

- At the last BOC Meeting, Tom O'Connor presented a proposal to return to the Committee System where Committees would meet on separate nights from the regular Board meetings.
- About four years ago, Committee meetings were consolidated to have the Committees meet during the regular Board meetings since staff and Board members had to attend as many as eight meetings per month.
- At the BOC meeting, Management was instructed to prepare an option for conducting Committee meetings, and to prepare an option to eliminate the committee system entirely.

Legal Considerations

- There are no legal requirements that mandate a committee system, but once committee\ s are formed, they must comply with any adopted Board policy, or State and/or Federal statutes.

Options:

Option 1: Return to separate Committee meetings:

Pros:

- Separate meetings would give the committees adequate time to discuss issues that are of importance in meeting policy development and implementation.

Cons:

- If the committees meet once per month and the Board meets on the last Thursday of each month, plus including the BOC and Audit Committee meetings, Board Members could be attending six meetings per month. For those who do not attend a certain committee meeting, a full discussion could be required at some point so that everyone is operating from the same page with the same information. If the Board still wants to hold three hearings on certain items, those

specific items could take over three months to see final action by the Board of Directors.

- If each of the committees wanted to meet twice per month, agenda preparation and backup information would be non-stop. If the BOC continues to operate as well as the Audit and Risk Management Committees, those Board Members who attended each of the Committee meetings could be going to eight committee meetings per month, plus two Board meetings. The months where the Audit Committee meets would result in attending ten meetings that particular month.

It was also mentioned that the Board should consider holding meetings at different sites around the community. If the Board chooses to do so, CA would have to make minimal investment in portable meeting recording devices. Currently, the Board is asking to upgrade the meeting room with Skype capabilities. CA would also have to have some portable Internet Connectivity device to make sure that everyone who wants to be in attendance can do so. These should be minimal expenses.

Option 2: Eliminate The Board Committee System:

This option would entail eliminating the Planning and Strategy Committee, the Strategic Implementation Committee and the External Relations Committee. A proposed process is indicated below in the recommendation section of the memo.

Pros:

- Meetings could be shorter if all of the Board and Management were concentrating on a limited number of elements that are related to roles and responsibilities of the Board and Management.
- The number of meetings could be kept to three per month including the Board Operations Committee Meeting. Due to the sensitivity of some of the information examined by the Audit and Risk Management Committees as well as the makeup of the Committee, it is recommended that the both committees remain as is.

Cons:

- Review of individual agenda items could seem rushed by some Board members and residents.
- Preparation of Board agendas might seem to be limited to those developing the agendas.

Option 3: Do-Nothing:

This option leaves the committee system as it currently exists.

Recommendations:

Policy Correlation: (How does the item meet the Boards Goals and Objectives?)

- The heading of this section is the key to the entire situation. There seems to be a severe disconnect on Board and Management roles. The primary responsibility of the Board is to set policy. The Board also has some oversight responsibilities to ensure that the organization is operating efficiently and in accordance to Board Policies and Key Performance Indicators.
- If the Board wants something to change, the Board should set a clear and direct policy stating what the Board wants. The Board should work closely whether it's in a committee or the entire Board to set Board expectations rather than each member of the Board setting their own expectations, and then forming perceptions that Management did not meet their personal and individual expectations.
- A natural process would be for the Board to annually review its strategic goals, and amend any goal that is out of date or that needs to be changed to better prepare the organization for the future. Once the Board's goals are determined ready, development of the President's Goals should reflect the Board's strategic goals. The Board and Management then work together to develop new policy requirements as well as action plans that should be developed and implemented to meet the Board's strategic goals.
- The Board's oversight functions then become receiving updates at Board meeting to ensure that Management is meeting the Board's expectations and that all resources are being used in the best manner to meet community expectations in terms of safety, accessibility, entertainment, and customer service.
- Agenda preparation for Board Meetings is then based on how Management is meeting the Board's Goals (expectations) through the President's Goals. The President's Report then becomes a status update on what Management is doing to implement the action plan (the budget and capital improvements plan) and through the development of master plans such as the Aquatics, Older Adult, Village Center Revitalization, etc.
- It is suggested that future agendas be reformatted to the following priority sections:

✚ Policy Updates, Amendments, Initiation

✚ Policy Implementation

- Current Project updates (President's Report)
- Project implementation in conformance with Goals and Objectives
- Financial updates as correlated with Goals and Objectives
- Program updates as correlated to Goals and Objectives and user service

✚ Next Agenda Items



DATE: January 30, 2014
Updated February 19, 2014
[Updated March 10, 2014](#)

TO: Board Operating Committee

FROM: Sub-Committee on Advisory Committees:
Suzanne Waller, Nancy McCord, Russ Swatek

RE: Recommendations of Sub-committee

The sub-committee on Advisory Committees has met several times since October 2013 to discuss ways to enhance the effectiveness of CA's Advisory Committees program. The committee perused the July 16, 2012 report to the BOC on Advisory Committees, studied the Reston Association Advisory Committee system and related paperwork, discussed a variety of ideas and concepts, and members of the sub-committee attended meetings of most of CA's active Advisory Committees. Based on all of the above, the sub-committee recommends that the BOC and Board of Directors consider the following:

1. That the charters for all Advisory Committees be standardized by including:
 - a. A requirement to submit an "Annual Report" [that is authorized by the committee](#) to the board in June each year. Staff will develop a template for this report.
 - b. A requirement that each committee make an annual visit to a CA Board meeting to discuss the work of the committee with the Board.
 - c. That the CA Board, in collaboration with the Advisory Committee and CA Staff, develop an annual "charge" for each committee that is aligned with both CA's Strategic Plan and the President's goals and objectives, in July of each year. [The Advisory Committee may add to the charge by going to the External Relations Committee, who will vet the additions and then bring to the CA Board.](#)
 - d. A requirement that each Advisory Committee provide budget testimony [that is authorized by the committee](#) each year during the budget process, if that committee is requesting budgetary funds.
 - e. A note that Advisory Committees are not authorized to direct or oversee the day-to-day work [of](#) staff.

2. ~~That a Board Member attend a meeting of each Advisory Committee each year~~ Every year each Advisory Committee will be visited by a Board member at least once. A designated Board Committee will be responsible for assignments..
3. That the name, picture and email address of each Advisory Committee's chairperson be posted online, and all emails should be forwarded to all committee members.
4. That Advisory Committee meeting, dates, times and location be posted on CA's online calendar (staff liaison to each committee would have this responsibility).
5. That Advisory Committee meeting agendas and minutes be listed online along with CA Board and CA Board Committee agendas and minutes.
6. A requirement that updates from each Advisory Committee would be included in the President's Report at least quarterly (staff liaison to each committee would have this responsibility).
7. The ERC ~~or a new Board Committee~~ would have responsibility for oversight and facilitation of the entire Advisory Committee program.
8. A separate document that details all chief staff liaison duties and responsibilities should be developed.
9. Advisory Committee charters and current "charges" should be printed online.

~~The sub-committee looks forward to discussing these recommendations with the BOC at the February 27, 2014 BOD meeting.~~



Board Operations Committee Annual Report – FY 2014

The FY14 Board Operations Committee was composed of Andrew Stack (Board Chair), Russ Swatek (External Relations), Michael Cornell (Planning and Strategy), Brian Dunn (Strategic Implementation) and Phil Nelson (President).

Accomplishments

- ✓ Developed Board meeting Agendas each month.
- ✓ Approved the FY15 BOD Orientation, Organization, and Training Calendar.
- ✓ Oversight of the development of the President's goals for FY14.
- ✓ Oversight of President's Annual Evaluation Process.
- ✓ Approved a revision to the scoring system on the form used for the President/CEO Bonus Award.
- ✓ Agreed to add a Conflict of Interest Inquiry at every Board meeting which will be asked after the Board meeting agenda has been approved.
- ✓ Agreed to hold an hour-long discussion on Board meeting processes and on Board self-evaluation twice a year, at the end of Board meetings in August and February.
- ✓ Formed a subcommittee to review the Advisory Committees and to standardize the charters for the Advisory Committees.
- ✓ Approved an amendment to the Three-Reading Rule raising the expenditure threshold from \$25,000 to \$50,000.

Standing Agenda Items & Agenda Items

Initiated in FY14 but not yet fully addressed

- ✓ Develop Board Meeting Agendas each month.
- ✓ Oversight of development of President's FY15 Goals.
- ✓ Oversight of process for both the six-month and Annual Review of the President's performance.
- ✓ Recommend which minutes from Board/Committee closed meetings be approved by the Board of Directors for public release.
- ✓ Review of the Board Committee meeting structure.