

**Minutes of the
BOARD OPERATIONS COMMITTEE MEETING
Held: August 4, 2014**

Approved: September 2, 2014

The regular meeting of the Board Operations Committee was held on Monday, August 4, 2014, at the Columbia Association Building. Present were the Chair, Andrew Stack, and members Brian Dunn (for PSC), Nancy McCord (for ERC), and Russ Swatek (for SIC). Absent BOC member: Alan Klein. Other Board members present were Michael Cornell, and Jeanne Ketley. Also present were CA President/CEO Milton Matthews, Governance Chief of Staff Rob Goldman, Chief Staff Liaison Jane Dembner and General Counsel Sheri Fanaroff.

1. Call to Order: The meeting was called to order at 8:30 p.m. by the Chair, Andrew Stack.

2. Announcement of Closed/Special Meetings Held/To Be Held --none

3. Approval of Agenda. Mr. Stack mentioned a request to delay Agenda Item 7a, "Guidelines for Closing a Meeting," until the next BOC meeting, which will be held on Tuesday, September 2 at 7:30 p.m. Ms. McCord moved to approve the agenda as amended; Mr. Dunn seconded. The BOC voted unanimously to approve the amended agenda. Vote: 4-0-0.

4. Resident Speakout: There was one participant in Resident Speakout:

(a) Joel Hurewitz, Harpers Choice, spoke about guidelines for closed meetings.

5. Approval of Minutes:

Action: Ms. McCord moved to approve the minutes of June 2, 2014. Mr. Dunn seconded the motion, which passed. Vote: 1-0-3.

For: Mr. Stack

Against: none

Abstain: Mr. Dunn, Ms. McCord and Mr. Swatek

Action: Ms. McCord moved to approve the minutes of June 30, 2014. Mr. Dunn seconded the motion, which passed. Vote: 2-0-2.

For: Ms. McCord and Mr. Swatek

Against: none

Abstain: Mr. Dunn and Mr. Stack

6. Finalize Proposed Agenda for upcoming Board of Directors Meeting

(a) Review Proposed Draft for August 14, 2014

The BOC discussed the draft agenda for the August 14 BOD meeting and agreed to lengthen the time for Item 11(c)(1)(b) "Update – Status of Planning for Columbia Speaks" to 20 minutes, and move Item 11(d) "Board Self-Evaluation Process" to a BOC section of the agenda. They also discussed specifically inviting village managers and village board chairpersons to be present to hear Item 10(a) "Presentation of Recommendations from Columbia Market Study."

The BOC discussed including an examination of the minimum wage and/or living wage CA pays its employees in the upcoming benefits study being undertaken by the PSC.

Ms. McCord suggested agenda items for future meetings:

- Policy for behaving civilly at CA meetings and facilities. (Staff will propose suggested wording for a policy at the next BOC meeting.)
- Picnic for village-level volunteers. (Mr. Goldman noted that they are invited to CA's annual picnic at the Sports Park. The picnic will be held on September 13 from 4 p.m. – 8 p.m.)
- Discussion of CA's use of neonicitides and possible CA Board advocacy to encourage other entities to avoid using them.
- Covenant work session with the villages.
- Meeting with new Howard County Police Chief Gary Gardner. (He has been invited to CA stakeholder dinner to be held in March 2015.)

Mr. Swatek reminded members and staff about previously suggested items for future meetings:

- Updating CA's charter and by-laws
- Ethics policy

Action: Mr. Swatek moved to approve the amended agenda for the BOD meeting on August 14, 2014. Ms. McCord seconded the motion, which passed unanimously. Vote: 4-0-0.

7. Administrative Items Arising from BOC Job Description

(a) ~~Guidelines for a Closed Meeting~~ (moved to September 2 BOC agenda)

(b) Board Member Use of CA-Issued E-Mail Addresses

Staff will provide board members with a sheet of instructions for accessing their CA-issued e-mail addresses. The CA-issued e-mail addresses are to be used instead of personal e-mail addresses for CA business.

8. Tracking Form: No items were mentioned.

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

10. Adjournment: Ms. McCord moved to adjourn the meeting. Mr. Swatek seconded the motion, which was approved by consensus. The meeting was adjourned at 9:25 p.m.

Respectfully submitted,

Valerie Montague
Recording Secretary

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DRAFT MINUTES
BOARD OPERATIONS COMMITTEE
HELD: JUNE 2, 2014

To be Approved: August 4, 2014

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The regular meeting of the Board Operations Committee was held on Monday, June 2, 2014, at 7:05 p.m. at the Columbia Association Building. Present were Chair Andrew Stack, and members Jeanne Ketley, and Alan Klein. Absent: Gregg Schwind. Also present were Chief Staff Liaisons Jane Dembner (arrived at 7:21 p.m.) and Susan Krabbe, Governance Chief of Staff Rob Goldman, and President/CEO Milton Matthews.

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

3. **Approval of the Agenda:** Alan Klein moved to approve the agenda and Jeanne Ketley seconded. The BOC voted unanimously to approve the agenda.

4. **Approval of the Minutes:** Jeanne Ketley moved to approve the minutes of the March 31, 2014 Board Operations Committee meeting and Alan Klein seconded. The vote was 1-0-2.

Vote:

For: Mr. Stack

Against: None

Abstaining: Ms. Ketley and Mr. Klein

5. **Resident Speakout:** Ed Coleman, Long Reach, spoke regarding the Inner Arbor Trust meetings.

6. **Approval of the Draft Agenda for the June 12, 2014 Board of Directors meeting:**

Action: Alan Klein moved to approve the agenda as amended and Jeanne Ketley seconded. The BOC voted unanimously to approve the agenda as amended for the June 12, 2014 Board of Directors meeting.

Approval of the Draft Agenda for the June 26, 2014 Board of Directors meeting: The BOC discussed the draft agenda and made changes to it.

Action: Andrew Stack moved to approve the agenda as amended. Seconded by Alan Klein. The BOC voted unanimously to approve the agenda for the June 26, 2014 Board of Directors meeting as amended.

Alan Klein suggested and the other BOC members agreed that at all future meetings Resident Speakout would be moved before Approval of the Minutes.

Alan Klein suggested a Board Member Comment agenda item at all BOD meetings. This item will appear on the BOC agenda at the June 12, 2014 meeting.

47 Alan Klein proposed that each Board Member have the opportunity to comment at the end of
48 each meeting what was accomplished, how they felt about it, and any other thoughts they
49 have. This matter will be discussed at the BOC meeting on June 30, 2014.
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51 **7. Administrative Items Arising from the BOC Job Description:**
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53 **(a) Discuss FY 15 Goals and Objectives for President:** The BOC reviewed the FY 2015
54 Strategy Implementation Planning Worksheet drafted by Staff. The BOC discussed the
55 layout of the Worksheet and the time frame for the specific goals and objectives. The
56 BOC asked the President/CEO to draft potential goals for FY 15 and bring them to a
57 future BOC meeting for discussion.
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59 **(b) Discuss Potential Worksessions in lieu of Board of Directors Meetings:** The BOC
60 discussed worksession topics that might be of interest and how to fit worksessions into
61 the meeting times designated for Board meetings. The BOC agreed to have an initial
62 worksession on CA and the Environment on July 24, 2014.
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64 **(c) Approval of FY15 Meeting Dates – Board Operations Committee:** Alan Klein moved
65 to approve the FY15 meeting dates for the BOC. Jeanne Ketley seconded. The BOC
66 approved the meeting dates unanimously.
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68 **8. Tracking Form:** No items were added to the Tracking Form.
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70 **9. Talking Points:** Alison Mathieson presented the Talking Points.
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72 **10. Adjournment:** The BOC meeting adjourned at 9:11 p.m.
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74 Respectfully submitted,
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76 Alison Mathieson
77 Recording Secretary

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**DRAFT MINUTES
BOARD OPERATIONS COMMITTEE
HELD: JUNE 30, 2014**

To be Approved: August 4, 2014

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The regular meeting of the Board Operations Committee was held on Monday, June 30, 2014, at the Columbia Association Building. Present were BOC members Russ Swatek, Nancy McCord, and Gregg Schwind. Andrew Stack and Alan Klein were absent. Also present were President/CEO Milton Matthews; Chief Staff Liaison Susan Krabbe; General Counsel Sheri Fanaroff; and Governance Chief of Staff Rob Goldman. Reginald Avery joined the meeting via conference call at 7:26 p.m.

- 14 1. **Call to Order:** The meeting was called to order at 7:03 p.m. by Russ Swatek.
 - 15 2. **Announcement of Closed/Special Meetings Held/To Be Held:** None.
 - 16 3. **Approval of the Agenda:** Gregg Schwind moved to approve the Agenda; Nancy McCord seconded. The BOC voted unanimously to approve the Agenda.
 - 17 4. **Approval of the Minutes:** As no one present was at that meeting on June 2, 2014 the Approval of the Minutes was tabled to the next BOC meeting.
 - 18 5. **Resident Speakout:** Ed Coleman, Long Reach, spoke about meeting agendas.
 - 19 6. **Approval of the Agendas for the July 10, 2014 and July 24, 2014 Board Meetings:** Russ Swatek presented a list of possible agenda for the upcoming Board of Directors meetings. Items included Inner Arbor/Symphony Woods; Study of membership rates; 50th Birthday; Full compensation study; Staff assessment of the covenant enforcement question; Status re online memberships; Haven on the Lake update; Spectrum NG status update; Inner Arbor Representatives updates; Advisory Committee Oversight; Guidelines for closing a meeting; Amendment to CA Charter and By-laws; and CA Ethics Policies.
- 34 **Action:** The BOC voted unanimously to make a recommendation to the Board of Directors to create a sub-committee of the Board with staff assistance to review the existing charter and by-laws for possible amendments.
- 35 **Action:** Gregg Schwind moved to approve the agenda for the July 10, 2014 meeting as amended. Nancy McCord seconded. The BOC voted unanimously to approve the amended agenda for the July 10, 2014 Board of Directors meeting.
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- Action:** Gregg Schwind moved to approve the agenda for the July 24, 2014 Board of Directors meeting. Nancy McCord seconded. The BOC voted unanimously to approve the agenda for the July 24, 2014 Board of Directors meeting.

46 7. **Administrative Items Arising from the BOC Job Description:**

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48 (a) **Discuss Board Self-Evaluation Process:** Discussion centered on self-evaluation
49 processes used in the past and what the Board would do with the self-evaluation
50 information in the future. The BOC agreed to table this to the August BOC meeting.

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52 (b) **Process for Handling Information Request from Board Members:** President Milton
53 Matthews suggested that a process be put in place so that requests for information from
54 Board Members come from the Board as a whole rather than by individuals. Discussion
55 also focused on whether the requests could be committee-based rather than Board-based.

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57 Mr. Matthews agreed to provide some options on how requests for information could be
58 made. The BOC agreed to discuss this further at the August 4 BOC meeting.

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60 (c) The BOC discussed moving the start time of the BOC meetings from 7:00 p.m. to
61 7:30 p.m.

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63 **Action:** Nancy McCord moved to change the start time of the BOC meetings from
64 7:00 p.m. to 7:30 p.m. Gregg Schwind seconded. The BOC unanimously approved
65 moving the start times of their meetings to 7:30 p.m.

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67 8. **Tracking Form:** The tracking form was reviewed.

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69 9. **Talking Points:** Presented by Alison Mathieson

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71 10. **Adjournment:** The BOC meeting adjourned at 9:12 p.m.

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74 Respectfully submitted,

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76 Alison Mathieson

77 Recording Secretary



Draft – As of 7-23-14

August 8, 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, August 14, 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. Resident Speakout | 15 min. |
| 6. Approval of Minutes July 24, 2014 | 2 min. |
| 7. Chairman's Remarks | 3 min. |
| 8. President's Remarks; Follow-Up Questions from the Board Members | 10 min. |
| 9. Committee Chairs' Remarks | 10 min. |
| (a) Board Operations Committee | <i>(2 min.)</i> |
| (b) External Relations Committee | <i>(2 min.)</i> |
| (c) Planning and Strategy Committee | <i>(2 min.)</i> |
| (d) Strategic Implementation Committee | <i>(2 min.)</i> |
| (e) CA Representatives to the Inner Arbor Trust Board of Directors | <i>(2 min.)</i> |
| 10. Special Topics and Presentations | |
| (a) Presentation of Recommendations from the Columbia Market Study | 60 min. |
| (b) | |
| (c) | |
| 11. Committee Agendas | |
| (a) Planning and Strategy Committee | XX min. |
| 1. Discussion | |
| (a) Update – Status of the Benefits Study | <i>(10 min.)</i> |
| (b) | <i>(xx min.)</i> |
| (c) | <i>(xx min.)</i> |
| (d) Committee Tracking Form | <i>(2 min.)</i> |

- (b) Strategic Implementation Committee **XX min.**
 - 1. Discussion
 - (a) Update on On-Line Enrollment (20 min.)
 - (b) (xx min.)
 - (c) (xx min.)
 - (d) Committee Tracking Form (2 min.)
- (c) External Relations Committee **XX min.**
 - 1. Discussion
 - (a) Update – Status of Planning for Stakeholders Dinners (10 min.)
 - (b) Update – Status of Planning for Columbia, MD Speaks Meeting (10 min.)
 - (c) (xx min.)
 - (d) Committee Tracking Form (2 min.)
 - (d) Discuss Board Self-Evaluation Process (20 min.)
- 12. Recommendations for Board Action
 - (a) Consent Agenda – None
 - 1. Approval of Appointments to the Long Reach Architectural Committee (2 min.)
 - 2.
 - 3.
 - (b) Recommendations for Board Action
 - 1.
 - 2.
 - 3.
- 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 xx:xx p.m. (Expected Ending Time: Approximately xx:xx p.m.)

Next Board Meeting: Thursday, September 11, 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 - 7/8/14

**GUIDELINES FOR CONDUCTING CLOSED MEETINGS OF THE
COLUMBIA ASSOCIATION BOARD OF DIRECTORS**

Closed meetings of the Columbia Association ("CA") Board of Directors (the "Board") shall be held in accordance with the following guidelines.

1. The purposes for which a meeting of the Board may be held in closed session are set forth in section 11B-111(4) of the Maryland Homeowners Association Act (the "Act"). A copy of that section of the Act is attached to these guidelines.
2. In accordance with section 2.07(b) of CA's Bylaws, the Board "upon request of the Chairman of the Board, the Vice- Chairman of the Board in the absence of the Chairman, the President or a majority of the Board . . . by vote at a meeting or in writing with or without a meeting, may meet in closed session, or may adjourn an open meeting to meet in closed session. . . ." In accordance with the Board's committee structure, a closed meeting also may be called by majority vote of the Board Operations Committee ("BOC"), which is responsible for setting Board agendas.
3. A closed Board meeting may be called by the Chair, Vice-Chair, President or BOC, and a majority of the Board may vote to close a meeting, only for one of the purposes listed in the Act.
4. Without disclosing the substance of the discussion to be had at the closed meeting, the person calling the closed meeting shall provide a brief general description of the purpose for closing the meeting sufficient for the Board to determine that the Act's criteria for meeting in closed session have been met. That description will be provided to the Board in a confidential manner, to the extent possible at least 48 hours in advance of the meeting. The communication will be labeled "Privileged" and will be hand-delivered to each Board member or will be sent in an email to each Board member's columbiaassociation.org email address, which is for the conduct of CA Board business only.
5. If any Board member wishes additional information in order to satisfy himself or herself that the meeting is being closed for a proper purpose, the Board member should contact the person requesting the meeting. That contact should be made by telephone in advance of the closed meeting.
6. At the commencement of the closed meeting, the Board shall vote whether to close the meeting. That vote will be based on the communication received by each Board member prior to the meeting and any follow-up inquiries made by Board members to the person requesting the meeting. There will not be any discussion at the meeting of the purpose for closing the meeting other than to record one or more of the purposes stated in the Act and to record the vote.

Approved by Columbia Association Board of Directors [date]

§ 11B-111. Meetings of homeowners association or its governing body.

Except as provided in this title, and notwithstanding anything contained in any of the documents of the homeowners association:

(1) Subject to the provisions of item (4) of this section, all meetings of the homeowners association, including meetings of the board of directors or other governing body of the homeowners association or a committee of the homeowners association, shall be open to all members of the homeowners association or their agents;

(2) All members of the homeowners association shall be given reasonable notice of all regularly scheduled open meetings of the homeowners association;

(3) (i) This item does not apply to any meeting of a governing body that occurs at any time before the lot owners, other than the developer, have a majority of votes in the homeowners association, as provided in the declaration;

(ii) Subject to item (iii) of this item and to reasonable rules adopted by a governing body, a governing body shall provide a designated period of time during a meeting to allow lot owners an opportunity to comment on any matter relating to the homeowners association;

(iii) During a meeting at which the agenda is limited to specific topics or at a special meeting, the lot owners' comments may be limited to the topics listed on the meeting agenda; and

(iv) The governing body shall convene at least one meeting each year at which the agenda is open to any matter relating to the homeowners association;

(4) A meeting of the board of directors or other governing body of the homeowners association or a committee of the homeowners association may be held in closed session only for the following purposes:

(i) Discussion of matters pertaining to employees and personnel;

(ii) Protection of the privacy or reputation of individuals in matters not related to the homeowners association's business;

(iii) Consultation with legal counsel on legal matters;

(iv) Consultation with staff personnel, consultants, attorneys, board members, or other persons in connection with pending or potential litigation or other legal matters;

(v) Investigative proceedings concerning possible or actual criminal misconduct;

(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;

(vii) Compliance with a specific constitutional, statutory, or judicially imposed requirement protecting particular proceedings or matters from public disclosure; or

(viii) Discussion of individual owner assessment accounts; and

(5) If a meeting is held in closed session under item (4) of this section:

(i) An action may not be taken and a matter may not be discussed if it is not permitted by item (4) of this section; and

(ii) A statement of the time, place, and purpose of a closed meeting, the record of the vote of each board or committee member by which the meeting was closed, and the authority under this section for closing a meeting shall be included in the minutes of the next meeting of the board of directors or the committee of the homeowners association. (1987, ch. 321; 1988, ch. 6, § 1; ch. 82; 1989, ch. 5, § 1; 1998, chs. 440, 564; 2009, ch. 144; 2012, ch. 66, § 1.)

Effect of amendments.

Section 1, ch. 66, Acts 2012, enacted April 10, 2012, and effective from date of enactment, substituted "item" for "paragraph" in (1), (3), in

the introductory language of (5), and in (5)(i); and in (3)(ii) substituted "item (iii) of this item" for "subparagraph (iii) of this paragraph."



July 25, 2014

To: Board Operations Committee
From: Milton W. Matthews, President and CEO
cc: Rob Goldman, Governance Chief of Staff
Subject: Board Member Use of CA-Issued Email Addresses

CA has been using Gmail (a Google application) as its email provider since 2012. All active team members are assigned and required to use their Gmail accounts to communicate and conduct business on behalf of the organization. Each Board member is also provided a "ca-board.org" Gmail address, however only one member is currently utilizing this address.

There are several important reasons why Board members should use their "ca-board.org" email accounts. Written communication (and any attached documents) regarding the business of the association is the property of CA and therefore must be stored and safeguarded along with all other corporate data during and after the tenure of each Board member. CA's contract with Google includes monitoring and managing the risk of hacking, data breaches and viruses; our Information Technology department can only provide support and manage these vulnerabilities for the data and documents included in CA-issued email accounts. The Google environment also provides enhanced security and control for electronically distributing confidential documents. Finally, the consistent use of the "ca-board.org" email domain will provide a more professional image of the Columbia Association and its Board of Directors.

For these reasons, it is recommended that Board members be required to use their "ca-board.org" email accounts for all business conducted on behalf of the Columbia Association. The training and support needed to facilitate this transition will be provided.

We will constantly work to ensure that your takeaways from your time as a CA board member will be positive experiences that you will be able to recall from memory and not need written documents.

**FY 15 Tracking Form
Board Operations Committee
July 28, 2014**

Submitted to Committee by (name):	Date sent to Committee	Description of Topic	1st Reading	Date Due to Board	Extensions	Date sent to CA Board	Recommendation of the Committee	Board Action
BOC	5/1/2014	Planning for the President Mid-Year Review	Will be placed on the 9-2-14 BOC meeting agenda					
BOC	5/1/2014	Planning for the President Annual Review and Compensation Decision	Will be placed on the 11-4-14 BOC meeting agenda					
BOC	5/1/2014	Planning for the Proposed Goals and Objectives for the President for FY 16	Will be placed on the 1-5-15 BOC meeting agenda					
Alan Klein	6/2/2014	Discuss Board Self-Evaluation Process	6/30/2014				Discussed at the 6/30/14 BOC meeting. Will appear on the agenda for the 8/14/14 BOD meeting.	
Milton Matthews	6/30/2014	Process for Handling Information Requests from Board Members	6/30/2014				Discussed at the 6/30/14 BOC meeting. Will appear on the agenda for the 9/2/14 BOC meeting.	
BOC	6/30/2014	Guidelines for Closing a Meeting	8/4/2014					
BOC	6/30/2014	Board Member Use of CA-Issued E-Mail Addresses	8/4/2014					