



August 26, 2014

To: Alan Klein
Nancy McCord
Gregg Schwind
Milton W. Matthews

From: Andrew Stack, Board Chair

cc: Columbia Association Board of Directors
Rob Goldman, Governance Chief of Staff
Sheri Fanaroff

Subject: **Board Operations Committee Meeting – Tuesday, September 2, 2014, at 7:30 p.m. – CA Board Room**

AGENDA

1. Call to Order
2. Announcement of Closed/Special Meetings Held/To Be Held 1 min.
3. Approval of Agenda 1 min.
4. Resident Speakout TBD
5. Approval of Minutes **August 4, 2014** 2 min.
6. Finalize Proposed Agenda for upcoming Board of Directors Meeting
 - a. Review Proposed Draft – September 11, 2014 30 min.
7. Administrative Items **45 min.**
 - a. Guidelines for Closing a Meeting (10 min.)
 - b. FY 15 Goals for CA President/CEO (20 min.)
 - c. Policy for Civil Behavior at CA Meetings and Facilities (15 min.)
8. Tracking Form 2 min.
9. Talking Points 2 min.
10. Adjournment – Approximately 8:55 p.m.

1 **DRAFT**
2 **Minutes of the**
3 **BOARD OPERATIONS COMMITTEE MEETING**
4 **Held: August 4, 2014**

5
6 To be approved: September 2, 2014
7

8 The regular meeting of the Board Operations Committee was held on Monday, August 4, 2014, at
9 the Columbia Association Building. Present were the Chair, Andrew Stack, and members Brian
10 Dunn (for PSC), Nancy McCord (for ERC), and Russ Swatek (for SIC). Absent BOC member:
11 Alan Klein. Other Board members present were Michael Cornell, and Jeanne Ketley. Also present
12 were CA President/CEO Milton Matthews, Governance Chief of Staff Rob Goldman, Chief Staff
13 Liaison Jane Dembner and General Counsel Sheri Fanaroff.
14

15 **1. Call to Order:** The meeting was called to order at 8:30 p.m. by the Chair, Andrew Stack.
16

17 **2. Announcement of Closed/Special Meetings Held/To Be Held --none**
18

19 **3. Approval of Agenda.** Mr. Stack mentioned a request to delay Agenda Item 7a, “Guidelines for
20 Closing a Meeting,” until the next BOC meeting, which will be held on Tuesday, September 2 at
21 7:30 p.m. Ms. McCord moved to approve the agenda as amended; Mr. Dunn seconded. The BOC
22 voted unanimously to approve the amended agenda. Vote: 4-0-0.
23

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

25 (a) Joel Hurewitz, Harpers Choice, spoke about guidelines for closed meetings.
26

27 **5. Approval of Minutes:**

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

30 For: Mr. Stack

31 Against: none

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

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

35 For: Ms. McCord and Mr. Swatek

36 Against: none

37 Abstain: Mr. Dunn and Mr. Stack
38

39 **6. Finalize Proposed Agenda for upcoming Board of Directors Meeting**

40 (a) Review Proposed Draft for August 14, 2014

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

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

48 Ms. McCord suggested agenda items for future meetings:

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

58
59 Mr. Swatek reminded members and staff about previously suggested items for future meetings:

- 60 • Updating CA's charter and by-laws
- 61 • Ethics policy

62 **Action:** Mr. Swatek moved to approve the amended agenda for the BOD meeting on
63 August 14, 2014. Ms. McCord seconded the motion, which passed unanimously. Vote: 4-0-0.
64

65 **7. Administrative Items Arising from BOC Job Description**

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

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

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

71

72 **8. Tracking Form:** No items were mentioned.

73

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

75

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

78

79

80 Respectfully submitted,

81

82 Valerie Montague

83 Recording Secretary



Draft – As of 8-26-14

September 5, 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, September 11, 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 **August 14, 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 (2 min.)
 - (b) External Relations Committee (2 min.)
 - (c) Planning and Strategy Committee (2 min.)
 - (d) Strategic Implementation Committee (2 min.)
 - (e) CA Representatives to the Inner Arbor Trust Board of Directors (2 min.)
10. Special Topics and Presentations
 - (a) Presentation on Bridge Columbia Technical Study – John Powell, Howard County Office of Transportation (30 min.)
 - (b)
 - (c)
11. Committee Agendas
 - (a) Planning and Strategy Committee **XX min.**
 1. Discussion
 - (a) Review the FY 16 Budget Process and Schedule (10 min.)
 - (b) (xx min.)
 - (c) (xx min.)
 - (d) Committee Tracking Form (2 min.)

- | | |
|---|----------------|
| (b) Strategic Implementation Committee | XX min. |
| 1. Discussion | |
| (a) Spectrum NG Status Update | (30 min.) |
| (b) | (xx min.) |
| (c) | (xx min.) |
| (d) Committee Tracking Form | (2 min.) |
| (c) External Relations Committee | XX min. |
| 1. Discussion | |
| (a) | (xx min.) |
| (b) | (xx min.) |
| (c) | (xx min.) |
| (d) Committee Tracking Form | (2 min.) |
| (d) Board Operations Committee | |
| 1. Discussion | |
| (a) Board Self-Evaluation Process | 20 min. |
| 12. Recommendations for Board Action | |
| (a) Consent Agenda – None | |
| 1. | |
| 2. | |
| 3. | |
| (b) Recommendations for Board Action | |
| 1. <i>Approval of the FY 16 Budget Process and Schedule (pending discussion by the PSC)</i> | (5 min.) |
| 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, October 9, 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."



To: Columbia Association Board of Directors
From: Milton W. Matthews, President/CEO
Re: Goals for the Remainder of Fiscal Year 2015 (May 2014 to April 2015)
Date: 26 August 2014

Please see below the **four** goals I will strive to accomplishment over the remaining eight months of Fiscal Year 2015. I have tried to align my goals as CA's President/CEO with one or more of the five goals comprising CA's Strategic Plan.

- 1) Oversee completion of the comprehensive organizational structure analysis being led by Maryland Nonprofits, followed by steps, among other actions, that will create an organizational structure which identifies to residents and other stakeholders CA's core functional areas and assigns the appropriate senior staff to lead each (**Goal #5 of CA's Strategic Plan**).
- 2) Continue my community outreach efforts to promote a shared vision for Columbia through meetings with individuals and involvement in the respective organizations of existing and future community partners from all sectors (**Goal #3 of CA's Strategic Plan**).
- 3) Identify and finalize negotiations for the location of CA's next headquarters facility (**Goal #2 of CA's Strategic Plan**).
- 4) Fully implement, on a small scale, the capacity to enroll online for a CA membership (**Goals #1&5 of CA's Strategic Plan**).



To: Board Operations Committee, CA Board of Directors
From: Jane Dembner, Chief Staff Liaison, Planning and Strategy Committee
Thru: Milton W. Matthews, President/CEO
CC: Rob Goldman, Governance Chief Staff Liaison
Subject: Civility and Considerate Conduct at Board Meetings
Date: August 26, 2014

Background

At several recent board meetings, the topic of civility has been raised. There is a desire for more civil discourse among the board members and management and by community members during work sessions and resident speak-out. Management was asked by the Board to develop a draft statement or set of principles that could be reviewed by the BOC and potentially approved by the Board to guide conduct at CA Board meetings.

Discussion

Management consulted with staff from the Howard County Library on their successful Choose Civility program and reviewed materials created for that program including its vision, mission, and principles. The library initiative includes 15 principles that are based on and adapted from P.M. Forni's book *Choosing Civility: the 25 Rules of Considerate Conduct*.

Howard County's Choose Civility program is an ongoing community-wide initiative, led by the Howard County Library system, to position Howard County as a model of civility. The initiative website states that the project "intends to enhance respect, empathy, consideration and tolerance in Howard County. We invite all within our community, as well as other communities around the nation, to participate."

The **vision** of Choose Civility is: "Howard County chooses to be a model of civility." The **mission** is: "We choose respect, consideration, empathy, and tolerance as our fundamental values, enhancing the community's quality of life."

Columbia Association is a Choose Civility alliance partner. Alliance partners choose to engage in the initiative to extend its reach and help build awareness and involvement. Expectations of these partners include promoting Choose Civility within the organization to employees, members, and stakeholders and serving as an advocate.

Based on our review of the Howard County's and Dr. Forni's principles, we selected three that relate most closely to civil conduct related to speech and giving and receiving criticism. We have selected the language that we believe best fits with the CA Board environment. In addition, for those situations where conduct at Board meetings is at odds with the principles, we recommend that there should be an established protocol on how to address those instances of uncivil conduct.

For more information on Howard County's Choose Civility initiative, please go to www.choosecivility.org. We have a copy of Dr. Forni's book for each board member that we obtained through the generosity of the Howard County Library.

Recommendations

We make the following recommendations:

1. The BOC consider three principles for "considerate conduct" at CA board meetings and that it recommend to the Board of Directors that these principals be approved.
2. That the BOC consider and recommend to the Board of Directors that when conduct by a person or persons at board meetings is at odds with the approved civility principles, it is the responsibility of the Board Chair or Vice Chair to identify that conduct immediately, state that it is unacceptable; and state that if it persists, that the person or persons responsible will be asked to leave the meeting.
3. If approved, post the principles and the potential consequences of conduct at odds with the principles: (1) in the board room and (2) on the resident speak-out sign-up log; also read them aloud at each board meeting.

Proposed Principles:

Speak Kindly: "The way in which we speak and communicate with others is as important as the words we use, especially when we can't control how others are listening. Thoughtful communication has a positive impact in delivering your message and making a meaningful connection. Should you need to cope with conflict, do so in a fair fashion. Don't embarrass, belittle, humiliate or laugh at others."

Don't Speak Ill: "When we speak of others in a derogatory manner, we hurt them. We hurt their reputation, and we can also hurt their feelings. Our disparaging words against someone can prompt them to retaliate."

Accept and Give Constructive Criticism: "Remember to be open-minded when receiving and giving advice. Perspective and helpful observation rather than personal judgments and attacks go much further in helping others understand and grow."

Note: the wording of these principles is from Dr. Forni's book or from the Howard County Choose Civility program.

**FY 15 Tracking Form
Board Operations Committee
August 26, 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/CEO Mid-Year Review	Will be placed on the 9/29/14 BOC meeting agenda					
BOC	5/1/2014	Planning for the President/CEO Annual Review and Compensation Decision	Will be placed on the 12/1/14 BOC meeting agenda					
BOC	5/1/2014	Planning for the Proposed Goals and Objectives for the President/CEO 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. Postponed until 9/11/14 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 9/29/14 BOC meeting.	
BOC	6/30/2014	Guidelines for Closing a Meeting	8/4/2014				Deferred until the 9/2/14 BOC meeting.	
BOC	6/30/2014	Board Member Use of CA-Issued E-Mail Addresses	8/4/2014				Staff will provide instructions and/or training for accessing and using CA-issued e-mail addresses.	

**FY 15 Tracking Form
Board Operations Committee
August 26, 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
9	BOD	7/10/2014	CA staff to work with the BOC to recommend strategies for reviewing CA's charter and by-laws	Will be placed on the 9/29/14 BOC meeting agenda					