

MINUTES
BOARD OPERATIONS COMMITTEE MEETING
HELD: NOVEMBER 3, 2014

Approved: December 1, 2014

The regular meeting of the Board Operations Committee was held on Monday, November 3, 2014, at 7:42 p.m. at the Columbia Association Building. Present were BOC members Russ Swatek, Alan Klein, Reginald Avery (attended on behalf of Nancy McCord), and Brian Dunn (attended on behalf of Gregg Schwind). Board Vice Chair Andrew Stack was also present, as were CA President/CEO Milton Matthews and Chief Staff Liaisons Susan Krabbe and Jane Dembner. Governance Chief of Staff Rob Goldman arrived at 8:21 p.m.

2. **Announcement of Closed/Special Meetings Held/To Be Held:** None.
3. **Approval of the Agenda:** Reginald Avery moved to approve the agenda; Alan Klein seconded. The BOC voted unanimously to approve the agenda.
4. **Resident Speakout:** Dick Boulton of Dorsey's Search spoke regarding the easement agreement between the Columbia Association and the Inner Arbor Trust.
5. **Approval of the Minutes:** Reginald Avery moved to approve the Minutes of the September 29, 2014 meeting. Alan Klein seconded.
Vote: 2-0-2.
For: Russ Swatek and Reginald Avery
Against: None
Abstaining: Alan Klein and Brian Dunn
6. **Finalize Proposed Agenda for upcoming Board of Directors Meetings:**
 - (a) **Approval of the Agenda for the November 13, 2014 BOD Meeting:** Alan Klein moved that an agenda item for possible topics for future Board discussions be added before the review of Tracking Forms on future Board meeting agendas.
Vote: 3-1-0
For: Russ Swatek, Alan Klein and Reginald Avery
Against: Brian Dunn
Abstain: None

The BOC agreed to add an item under the SIC agenda regarding a corporate resolution for a brokerage account.

Reginald Avery moved to approve the agenda as amended. Alan Klein seconded the motion.

Vote: 4-0-0
For: Russ Swatek, Brian Dunn, Alan Klein, Reginald Avery
Against: None

Abstain: None

7. Administrative Items:

(a) Date to Convert to Use of CA Issued Email Addresses by CA Board of Directors:

The BOD reviewed the memo from Milton Matthews regarding the status of the transition to Board member use of CA-issued email addresses and the timeline to complete that conversion. Reginald Avery moved to approve the timeline; Alan Klein seconded the motion.

Vote: 4-0-0

For: Russ Swatek, Brian Dunn, Alan Klein, Reginald Avery

Against: None

Abstain: None

The BOC also discussed setting up an e-mail address list for senior staff members supporting the Board of Directors.

8. Tracking Form: The BOC Tracking Form was reviewed.

9. Talking Points: Presented by Alison Mathieson.

10. Adjournment: The meeting adjourned at 9:55 p.m.

Respectfully submitted,

Alison Mathieson
Recording Secretary

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DRAFT MINUTES
BOARD OPERATIONS COMMITTEE MEETING
HELD: SEPTEMBER 29, 2014

To be Approved: November 2, 2014

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The regular meeting of the Board Operations Committee was held on Monday, September 29, 2014 at 7:30 p.m. at the Columbia Association Building. Present were BOC members Andrew Stack, Russ Swatek (on behalf of Gregg Schwind), Nancy McCord and Reginald Avery (on behalf of Alan Klein). Gregg Schwind Arrived at 8:01 p.m. Also present were Board Member Jeanne Ketley; Chief Staff Liaisons Susan Krabbe and Jane Dembner; Governance Chief of Staff Rob Goldman; General Counsel Sheri Fanaroff; and President/CEO Milton W. Matthews.

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

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3. **Approval of the Agenda:** Nancy McCord moved to approve the Agenda, Russ Swatek seconded. Mr. Swatek suggested that number 7 on the agenda be moved ahead of number 6. **Action:** The BOC voted unanimously to approve the Agenda as amended. Vote 4-0-0.

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4. **Resident Speakout:** No residents were present for resident speakout.

5. **Approval of the Minutes:** Nancy McCord moved to approve the Minutes of the September 2, 2014 meeting. Reginald Avery seconded.

Vote: 3-0-1

For: Nancy McCord, Andrew Stack and Russ Swatek

Against: None

Abstaining: Reginald Avery

6. **Administrative Items:**

(a) **Recommendation of Strategies for Reviewing CA's Charter and By-Laws:** Staff provided a memo detailing recommendations and strategies for reviewing Columbia Association's charter and By-Laws. Russ Swatek presented a plan to shorten the timeline and streamline the process. Discussion centered on reviewing the administrative language of the Charter and By-Laws initially and then forming a Governance Review Committee to review the Charter and By-Laws in-depth and recommend changes to the Board of Directors.

Action: The BOC approved a motion to have the General Counsel provide proposed administrative amendments to the Charter and By-Laws to the Board Operations Committee at its December 2014 meeting. The BOC will review the proposed administrative amendments and send them to the Board of Directors in March 2015 for further action.

46 **Action:** The BOC voted unanimously to form a Governance Review Committee to
47 review the Charter and By-Laws in-depth and recommend changes to the Board of
48 Directors. Membership on the Committee will be approved by the Board of Directors.
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50 **(b) Howard County Noise Ordinance Information:** Scott Templin, Community Planner,
51 provided an overview of the Howard County Noise Ordinance and how the sound is
52 measured. Discussion centered on whether villages in Columbia experienced noise
53 ordinance issues and the process by which Howard County responds to complaints about
54 noise.
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56 **7. Approval of Agendas:**
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58 **(a) Approval of the Agenda for the October 9, 2014 BOD Meeting:** Reginald Avery
59 moved that the Board of Directors agenda not post a time allocation for resident
60 speakout, but for planning purposes assume it to be 15 minutes. Gregg Schwind
61 seconded.

62 **Action:** The BOC voted unanimously to remove the time allocation for resident speakout
63 on Board and/or Committee meeting agendas.
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65 The BOC then discussed whether a generic description of the topic to be discussed at the
66 closed meeting on October 9 be included on the agenda for the open meeting. Gregg
67 Schwind made a motion to amend the agenda to add a short phrase to agenda item 16,
68 Closed meeting of the Board of Directors, that does not reveal the substance of the
69 meeting. Reginald Avery seconded. The motion was defeated.

70 Vote: 2-2-0

71 For: Gregg Schwind, Reginald Avery

72 Against: Nancy McCord, Andrew Stack
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74 Nancy McCord moved to approve the agenda as amended. Reginald Avery seconded.

75 Vote: 4-0-0

76 For: Andrew Stack, Gregg Schwind, Nancy McCord and Reg.

77 **Action:** Agenda for the October 9, 2014 BOD meeting approved as amended.
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79 **(b) Approval of the Agenda for the October 23, 2014 BOD Meeting:** Gregg Schwind
80 moved to approve the Agenda as amended. Nancy McCord seconded. The BOC voted
81 unanimously to approve the agenda as amended.
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83 **8. Tracking Form:** Review of tracking form.
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85 **9. Talking Points:** Presented by Alison Mathieson
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88 Respectfully submitted,
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90 Alison Mathieson
91 Recording Secretary



Draft – As of 10-28-14

November 7, 2014

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

From: Russ Swatek, Board Chair

The Columbia Association Board of Directors Meeting will hold a Public Hearing on the Conditional FY 16 Budget on Thursday, November 13, 2014 at 7:30 p.m. at the Columbia Association Building, 10221 Wincopin Circle, Columbia, MD 21044. The Public Hearing will be followed by a Board of Directors meeting. Agendas and backup documents for CA Board of Directors meetings may be found on the Columbia Association website at the following link: <http://www.columbiaassociation.org/board/meetings/agendas-packets-minutes>

AGENDA – PUBLIC HEARING ON BUDGET **Hosted by the Planning and Strategy Committee**

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| 1. Call to Order (Announce Directors/Staff in Attendance) | 1 min. |
| 2. Approval of Agenda | 1 min. |
| 3. Resident Speakout | |
| 4. Public Hearing for Additions and Deletions to the Conditional FY 16 Budget | 45 min. |
| 5. Adjournment – Approximately 8:30 p.m. | |

BOARD MEETING AGENDA

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| 1. Call to Order | 1 min. |
| 2. Announcement of Closed/Special Meetings Held/To Be Held | 1 min. |
| 3. Approval of Minutes October 23, 2014 | 2 min. |
| 4. Chairman's Remarks | 3 min. |
| 5. President's Remarks – Follow-Up Questions from the BOD | 10 min. |
| 6. Committee Agendas | |
| (a) Planning and Strategy Committee | |
| 1. Discussion | |
| (a) | |
| (b) | |
| (c) Committee Tracking Form | |

- (b) Strategic Implementation Committee
 - 1. Discussion
 - (a) Deer Tick and Lyme Disease (20 min.)
 - (b)
 - (c) Committee Tracking Form
- (c) External Relations Committee
 - 1. Discussion
 - (a) Reminder – November Stakeholders’ Dinner (2 min.)
 - (b)
 - (c) Committee Tracking Form
- 7. Recommendations for Board Action
 - (a) Consent Agenda
 - 1.
 - 2.
 - (b) Recommendations for Action
 - 1.
 - 2.
- 8. Tracking Forms 5 min.
 - (a) Tracking Form for Board Requests
 - (b) Tracking Form for Resident Requests
- 9. Talking Points 2 min.
- 10. Adjournment – No Later than 11:00 p.m. (Expected Ending Time: Approximately XX:XX p.m.)

Next Board Meeting: Thursday, December 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.



DATE: October 28, 2014
TO: Board Operations Committee
cc: CA Board of Directors
FROM: Milton W. Matthews
SUBJECT: **Conversion to Use of CA-Issued E-mail Addresses by Board Members**

Progress has been made in the transition to the use of CA-issued E-mail addresses by Board Members. Steps taken since August include:

- Dissemination of CA-issued E-mail addresses and temporary passwords to all CA Board Members, with instructions on how to change passwords;
- Training sessions on September 11 for G-mail and on September 18 for Google Drive;
- Providing written instructions on G-mail and Google Drive to Board Members;
- Increased use of CA-issued E-mail addresses by staff members to send communications to Board Members; and
- Using CA-issued E-mail addresses to send confidential materials to Board Members.

It is recommended that the conversion to use of CA-issued E-mail addresses by Board Members be finalized. The following timeline and actions are suggested:

- On December 1, 2014 Board Members will be required to use their CA-issued E-mail addresses for all business conducted on behalf of the Columbia Association.
- As of that date, Board Members' E-mail addresses on the CA website will be changed to the CA-issued E-mail addresses.
- Reminders to Board Members to check their CA-issued E-mail addresses will be sent until December 31, 2014.
- As of January 1, 2015 the conversion will be complete. Use of a CA-issued E-mail address will be mandatory for present and future members of the Columbia Association Board of Directors.

The staff and I will continue to work diligently with the Board Members to ensure a smooth transition to this new requirement.

**FY 15 Tracking Form
Board Operations Committee
October 22, 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 11/03/14 BOC meeting agenda					
BOC	5/1/2014	Planning for the President/CEO Annual Review and Compensation Decision	Will be placed on the 1/5/15 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.	At the 9/11/14 BOD meeting, the BOD decided to discontinue the use of the Board self-evaluation process.
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 12/1/14 BOC meeting.	
BOC	6/30/2014	Guidelines for Closing a Meeting	8/4/2014				Deferred until the 9/2/14 BOC meeting.	At the 9/2/14 BOC meeting, the BOC voted to table this item for four months.

**FY 15 Tracking Form
Board Operations Committee
October 22, 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
8	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.	Instructions on Gmail and Google Drive were sent to BOD members, and training was provided on September 11 and 14.
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				On 9/29/14 the BOC voted to have the General Counsel propose administrative amendments to the Charter and By-Laws. The General Counsel will share the proposed amendments with the BOC in December. The BOC also voted to form a Governance Review Committee with membership approved by the BOD.	