



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

**From:** Russ Swatek, Board Chair

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

**Subject:** **Board Operations Committee Meeting – Monday, March 30, 2015 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
5. Approval of Minutes March 2, 2015 **2 min.**
6. Recommendations for BOC Action **6 min.**
  - a. Consent Agenda
    - i. Approve Minutes of March 31, 2014 Closed BOC Meeting
    - ii. Approve General Counsel's Recommendations for Release/Non-Release of Minutes of Closed Meetings
      - (a) BOC – March 31, 2014
      - (b) BOD – March 27, 2014-May 5, 2015
      - (c) BOD – May 6, 2014-March 2015
7. Administrative Items **100 min.**
  - a. Review End-of-Year Report – Board Operations Committee
  - b. Proposed FY 16 Goals and Objectives for President/CEO
  - c. Format for Board/Senior Staff Retreat – May 2015
  - d. Definition of What Constitutes a Board Meeting
  - e. Policy on the Use of E-Mail by CA BOD Members
  - f. Discussion of Process for Possible Substantive Changes to CA's Charter and/or Bylaws
8. Tracking Forms **20 min.**
  - a. External Relations Committee
  - b. Planning and Strategy Committee
  - c. Strategic Implementation Committee
  - d. Board Operations Committee
9. Finalize Proposed Agendas for upcoming Board of Directors Meetings **30 min.**
  - a. Review Proposed Draft – April 9, 2015
  - b. Review Proposed Draft – April 23, 2015
10. Talking Points **2 min.**
11. Adjournment – Approximately 10:30 p.m.

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**DRAFT MINUTES**  
**BOARD OPERATIONS COMMITTEE MEETING**  
**HELD: March 2, 2015**

To be Approved: March 30, 2015

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The regular meeting of the Board Operations Committee was held on Monday, March 2, 2015, at 7:35 p.m. at the Columbia Association Building. Present were BOC members Russ Swatek, Nancy McCord, and Gregg Schwind who arrived at 8:02 p.m. Also present were Reginald Avery (on behalf of Alan Klein), Chief Staff Liaisons Susan Krabbe and Jane Dembner, General Counsel Sheri Fanaroff, Governance Chief of Staff Rob Goldman, and President/CEO Milton W. Matthews.

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

3. **Approval of the Agenda:** Nancy McCord moved to approve the agenda, seconded by Reginald Avery. The BOC voted unanimously to approve the agenda.

4. **Resident Speakout:**

(a) Joel Hurewitz spoke about his perception of the Board and of the Code of Ethics and guidelines on closed meetings.

5. **Approval of the Minutes:** Reginald Avery moved to approve the minutes of the February 2, 2015 BOC meeting. Nancy McCord seconded. The vote to approve was 3-0-0.

For: Russ Swatek, Reginald Avery, Nancy McCord

Against: None

Abstain: None

6. **Administrative Items**

**Guidelines for Guidelines for Conducting Closed Meetings of the Columbia Association Board of Directors:** The guidelines were revised by the General Counsel per request of the Board. Reginald Avery made a motion to remove the words "confidential matter" of paragraph 4 from the guidelines, seconded by Russ Swatek, resulting in vote (a).

Nancy McCord stated concern over removing the word and thought that the point of having a closed meeting is that information is shared confidentially. Counsel Fanaroff proposed to reword para 5 based on discussion. This resulted in three votes to amend the guidelines specifically to paragraphs 4, 5 and 6. Both Nancy McCord and Milton Matthews stated that the Board should refer to the HOA rules and guidelines when holding closed meetings. Final motion to amend the guidelines (with striking the last sentence of paragraph 4, rewording paragraph 5 in its entirety and adding a comma and a short generic statement of the subject of the meeting to the end of paragraph 6) made by Gregg Schwind, seconded by Reginald Avery. Unanimous vote to present the amended Guidelines document to the Board of Directors.

Vote (a): 3-1-0

For: Russ Swatek, Gregg Schwind, Reginald Avery

Against: Nancy McCord

Abstain: None

47 **Action: Vote approved to strike the last sentence of paragraph 4 from the closed meeting**  
48 **guidelines**

49 Vote (b): 3-1-0

50 For: Russ Swatek, Gregg Schwind, Reginald Avery

51 Against: Nancy McCord

52 Abstain: None

53 **Action: Vote approved rewording paragraph 5 from the “Closed Meeting Guidelines”**  
54 **document .**

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56 Vote (c): 3-1-0

57 For: Russ Swatek, Gregg Schwind, Reginald Avery

58 Against: Nancy McCord

59 Abstain: None

60 **Action: Vote approved rewording paragraph 6 with the addition to the last sentence from the**  
61 **“Closed Meeting Guidelines” documents.**

62 Vote (d): 4-0-0

63 For: Russ Swatek, Gregg Schwind, Reginald Avery, Nancy McCord

64 Against: None

65 Abstain: None

66 **Action: BOC voted unanimously to submit the approved amended Closed Meeting Guidelines**  
67 **to the Board of Directors.**

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69 **End-of-Year Reports from Board Committees:** Reminder from Rob Goldman regarding the  
70 submission of the End-of-Year reports to be discussed in Committee during the April 9, 2015  
71 Board of Directors meeting and to be reviewed by the Board of Directors at the April 23, 2015  
72 meeting.

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74 **Comprehensive Consistent Code of Conduct and Ethics Policies:** Russ Swatek, Board Chair,  
75 submitted a recommendation to the BOC to ask the Audit Committee to draft a single policy  
76 covering the code of conduct, ethics and conflict of interest. Russ Swatek led discussion asking  
77 for clearer language in the confidentiality requirements to clarify what in the policy are ethical  
78 rules and which are code of conduct rules. Russ Swatek proposed that the policy better define  
79 what is ethical behavior.

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81 Director of Internal Audit Jackie Tuma sat in on the meeting to explain the need for the policy to  
82 be shared with employees and board members, and also mentioned that perhaps there should  
83 be more training during board orientation regarding the policy and conducting themselves  
84 within the policy. Milton Matthews wanted to stress that we should be making policies that  
85 protect the organization no matter who sits on the board. Nancy McCord agreed and  
86 commented that the policy not be changed on yearly basis and be consistent- the policy should  
87 cover how you act when you become a board member.

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89 Rob Goldman suggested that counsel look at current best practices of other organizations and  
90 bring recommendations to the committee. Based on the committee recommendation, the  
91 General Counsel was asked to research best practices and policies of Codes of Conduct and  
92 Ethics Policies for board members and bring back recommendations for proposed changes

93 based on that research, reviewing similarly situated organizations. It will be added to the  
94 tracking form to be monitored and results can be expected by June.  
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96 7. **Tracking Form** : The BOC reviewed the tracking logs for the Board Operations Committee, the  
97 External Relations Committee, the Planning and Strategy Committee, and the Strategic  
98 Implementation Committee.  
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100 8. **Finalized Proposed Agendas for upcoming Board of Directors Meetings:**

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102 (a) Discussion of the March 12, 2015 BOD meeting agenda

103 Approval of the Agenda for the March 12, 2015 BOD Meeting: Discussion addition of item 10 (a)  
104 2 to include February 9<sup>th</sup>, 2015 closed meeting on the agenda. Jane Dembner was asked to  
105 strike item:

106 12. (a) 1. a., remove the words "Indoor Aquatics Facilities" and add "Renovation and  
107 Future of Splash Down".

108 12 C. to be added: External Relations Committee: Columbia Speaks and CA Listens  
109 Report. Gregg Schwind moved to approve the amended agenda, Reginald Avery  
110 seconded.

111 Action: BOC voted unanimously to approved the amended Agenda for the March 12, 2015 BOD  
112 meeting as amended.  
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114 (b) Discussion of the March 26, 2015 BOD meeting agenda

115 BOC discussed items to be included in future agendas including the request from Howard  
116 County regarding the easement and implementation of on-line membership enrollment.  
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118 Mr. Matthews stated that the benefits review from the information submitted will be done by  
119 the staff to compile more comparisons of the benefits of CA and other entities and will come  
120 back to the committee. Matthews will respond by March 12 with an estimate of when this will  
121 be completed. Reginald Avery asked to increase resident speakout time and keep the start time  
122 of the March 26 meeting at 7:30 p.m. Gregg Schwind made a motion, seconded by Reginald  
123 Avery, to approve the amended agenda for March 26, 2015. The BOC voted unanimously to  
124 approve the amended agenda for the March 26, 2015 BOD meeting.  
125

126 9. **Talking Points**: Presented by Fenise Dunson  
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128 10. **Adjournment**: The meeting adjourned at 10:35 p.m.  
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130 Respectfully submitted,

131 Fenise Dunson

132 Recording Secretary  
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## **Board Operations Committee Annual Report – FY 2015**

The FY 2015 Board Operation Committee was composed of Nancy McCord (External Relations), Gregg Schwind (Planning and Strategy), Alan Klein (Strategic Implementation), and Milton W. Matthews (President). Andrew Stack chaired the Committee for the first six months of the year and Russ Swatek chaired the Committee for the second six months of the year.

### **Accomplishments**

- ✓ Developed Board meeting Agendas each month.
- ✓ Approved the FY 2016 BOD Orientation, Organization, and Training Calendar.
- ✓ Oversight of the development of the President's goals for FY 2015.
- ✓ Oversight of the President's Annual Evaluation Process.
- ✓ Proposed Guidelines for Closing Meetings (subsequently approved by the BOD).
- ✓ Proposed Administrative Amendments to CA's Charter & By-Laws (subsequently approved by the BOD).
- ✓ Proposed Amendments to the Special Rules of Order & Policy regarding Resident Speakout (subsequently approved by the BOD).
- ✓ Mandated use of CA-issued email addresses for all Board Members.

### **Standing Agenda Items & Agenda Items**

#### **Initiated in FY 2015 but not yet fully addressed**

- ✓ Develop Board meeting Agendas each month.
- ✓ Oversight of development of President's FY 2016 Goals.
- ✓ Oversight of process for both the six-month and Annual Review of the President's performance.
- ✓ Recommend which Minutes from the Board/Committee closed meetings be approved by the Board of Directors for public release.
- ✓ Review of the Board Committee meeting structure.
- ✓ Discuss Reactivating the Columbia Council.



**DATE:** March 23, 2015

**TO:** Members of the Board Operations Committee

**FROM:** Milton W. Matthews

**SUBJECT: Format for Board/Senior Staff Retreat – May 2015**

The Board/Senior Staff Retreat will begin on Friday evening, May 15, 2015 at Turf Valley, and will include possibly one activity and dinner. The group will reconvene on Saturday morning, May 16 at the same location, with activities scheduled from approximately 9:00 a.m. to 4:00 p.m.

A meeting with the facilitators of the retreat will be held on Thursday, March 26 at which time topics will be discussed and a draft agenda outlined. Information from the meeting with the facilitators will be shared with the Board Operations Committee during its meeting on March 30.



**DEFINITION OF A "MEETING" OF THE  
COLUMBIA ASSOCIATION BOARD OF DIRECTORS**

In order for a gathering of the members of the Columbia Association Board of Directors to constitute a "meeting" of the board under the Maryland Homeowners Association Act, the following requirements must be satisfied:

1. The meeting must have been properly called by the Chair, the Vice-Chair in the absence of the Chair, the President or a majority of the board;
2. A quorum must be present; and
3. The reason for the meeting must be to transact the business of the board by considering a matter specifically before the board for deliberation or by voting on a matter before the board.

March 30, 2015



**Draft - 3/23/15**

**POLICY ON USE OF EMAIL BY  
COLUMBIA ASSOCIATION BOARD OF DIRECTORS**

Meetings of the Columbia Association ("CA") Board of Directors are governed by section 11B-111 of the Maryland Homeowners Association Act (the "HOA Act"). With certain enumerated exceptions, that section requires that such meetings be open to members of the association. In CA's case, the members of the association are the same individuals as the directors. However, the CA Board has always treated this requirement as a requirement that its meetings be open to the public.

Neither the ~~statute~~ the HOA Act nor ~~current~~ controlling Maryland case law defines whether an exchange of emails among Columbia Association Board members constitutes a meeting. However, the clear trend among courts and agencies has been to find that email exchanges involving the conduct of board business may violate open meetings requirements.

Given the CA Board's desire to be open and transparent in the conduct of its business in compliance with the open meetings requirements of the HOA Act, the Board hereby adopts the following policy with respect to use of emails:

1. Board members must refrain from using emails to deliberate on matters of board business.

~~The Maryland Open Meetings Act regulates meetings of public bodies, and therefore is not directly applicable to the Columbia Association. The State Attorney General's office, however, has issued a manual interpreting the requirements of the Open Meetings Act (the "Manual"). The Columbia Association Board of Directors, however, has chosen to use that manual by analogy as a guide with respect to the issue of the use of email.~~

~~The Manual states that the common physical presence of board members is not a prerequisite for a meeting to occur, but the possibility of immediate interaction is a prerequisite for the existence of a meeting. Consequently, pursuant to this policy,~~



~~Columbia Association board members may engage in a traditional exchange of email expressing their views.~~

2. Board members, ~~however,~~ may not engage in an exchange of emails about ~~Columbia Association-CA~~ business in which they are voting ~~or otherwise making decisions~~ on such business by email.

3. Board members ~~nor they~~ may not use an Internet chat room or instant messaging to exchange views on Board business ~~since such exchanges involve virtually simultaneous interaction.~~

~~Board members also may not use email to discuss privileged or confidential information.~~

~~March \_\_, 2015~~



**Draft - 3/23/15**

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Neither the HOA Act nor controlling Maryland case law defines whether an exchange of emails among CA Board members constitutes a meeting. However, the clear trend among courts and agencies has been to find that email exchanges involving the conduct of board business may violate open meetings requirements.

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1. Board members must refrain from using emails to deliberate on matters of board business.
2. Board members may not engage in an exchange of emails about CA business in which they are voting or otherwise making decisions on such business by email.
3. Board members may not use an Internet chat room or instant messaging to exchange views on Board business.

**April \_\_, 2015**



**DATE:** March 23, 2015

**TO:** Members of the Board Operations Committee

**FROM:** Milton W. Matthews

**SUBJECT: Process for Possible Substantive Changes to Columbia Association's Charter and/or Bylaws**

On March 12, 2015, Members of Columbia Association voted to approve two of the three administrative changes to CA's Charter and Bylaws recommended by General Counsel. The third administrative change will be voted upon by the Members on May 14, 2015 at their annual organizational meeting.

The next step is to start the discussion of a process to be used for possible substantive changes to CA's Charter and Bylaws. The Board Operations Committee will consider ideas for a process at its March 30, 2015 meeting.

**Tracking Form  
External Relations Committee FY15**

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
ERC	Carry over from FY14	Staff will develop options for re-introduction of the carillon bells (where and in what context) and will then share those options with the Columbia 50th Birthday, ERC and the public. ERC to make a recommendation to the Board on a preferred option.				on 10/23/2014 agenda		complete
ERC	Carry over from FY14	Responsibility for oversight and facilitation of the entire Advisory Committee program as well as insuring that all Advisory Committees are visited at least once annually by a Board member.	6/26/2014		ongoing	on 10/23/2014 agenda		

**Tracking Form  
External Relations Committee FY15**

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
ERC	6/26/2014	Plan FY 2015 Stakeholders Dinners	6/26/2014		ongoing		BOD approved four meetings, September, 2014 thru March, 2015 and asked staff to explore having a work session meeting in addition to a social dinner.	<b>9/22/2014</b> event with Ho Co Chamber of Commerce held successfully. <b>11/24/2014</b> event with Ho Co Delegation to Annapolis held successfully. <b>1/26/2015</b> event with County Executive and County Council postponed due to weather. <b>3/9/2015</b> event with Ho Co Police and Fire scheduled
ERC	6/26/2014	Community Input Meeting Planning (Columbia Speaks, CA Listens)	6/26/2014		ongoing	7/10/2014 8/14/2014 9/11/2014 10/23/2014	ERC will meet with facilitator Don Edwards on August 7, 2014 to develop ways to design and publicize October 18, 2014 meeting	complete
ERC	9/11/2014	Approve appointment of the At-Large Representative to the Watershed Advisory Committee	9/11/2014			9/11/2014	recommended	approved

**Tracking Form  
External Relations Committee FY15**

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
ERC		Invite Howard County School Superintendent Renee Foose to an open CA work session to discuss ways to further partner with the school system	2/2/2015 BOC Mtg					complete
ERC	10/23/2014	Discussion regarding CA Practices for Annexations	10/23/2014					presentation on annexation made to Board. No action required
		Advisory Committee Charges due January 15, 2015		1/15/2015		1/8/2015		complete
		Columbia Speaks, CA Listens Report to Board		1/15/2015		12/30/2014		complete
	1/22/2015	Discussion with Todd Olson, Columbia Festival of the Arts - Plans for Changes in the Format of the Columbia Festival of the Arts	1/22/2015					complete
	2/26/2015	Discuss "Columbia Speaks, CA Listens" Report and Next Steps	2/26/2015 3/12/2015					staff included follow-up information in CA Digest, Facebook, other avenues as requested. No further board action
	3/26/2015	Discussion re: Advisory Committee Charges	3/26/2015					

**Tracking Form - FY 15  
Planning and Strategy Committee**

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 Committee	Board Action
	9/3/2013	Membership Rate & Fee Structure	Briefing & discussion on 9/12/13	The rate study is underway and the consultant's recommendations are anticipated by April 30, 2015, with a presentation to the Board in early FY 16.				
	4/10/2014	Columbia Market Study Review	Briefing on 4/10/13		6/12/2014	8/14/14 Consultant presentation of the study findings & recommendations	N/A	N/A (Final report completed Nov 2014)
	7/10/2014	Provide guidance to management on employee compensation strategy, including a new performance incentive program, based on the findings from the previous salary study, upcoming benefits study, & consideration of a CA living wage. Also review severance guidelines.	Benefits study presentation made on 2/26/15. Management will review study & make recommendations for PSC/Board consideration at a future meeting. Severance guidelines to be considered by SIC on 3/26.					
	9/5/2014	Review and recommend the FY 16 budget process & schedule	9/11/2014			9/11/2014	Approve	Approved 9/11/14
		Conduct the FY 16 budget process and make recommendation for Board approval (see steps below).	Completed					
		Host public hearing to gather input on proposed changes to FY 16 budget	Held 11/13/14	N/A		N/A		
		Initial deliberations by PSC on proposed additions and deletions.	12/11/14; 1/8/15	N/A		N/A		

**Tracking Form - FY 15  
Planning and Strategy Committee**

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 Committee	Board Action
		Additional deliberations by PSC on proposed adjustments to FY 16 budget. Make recommendation to the CA Board.	1/22/2015			1/22/2015	Approve	Approved 2/12/15
		Review timeline for and approach to CA's facilities assessment.	Management distributed timeline / approach to PSC/Board on 3/2/15					
		Consider guiding principles for the 21st Century planned community of Columbia	Discussed 2/12/2015; will review revised version in April.					
		Swim Center Renovations and the future of SplashDown	Discussed 3/12/2015; Made recommendation on Swim Center repairs. Additional discussion on SplashDown scheduled for 3/26/15.			3/13 recommendation on FY17/18 improvements to Swim Center.	Recommended to the Board that CA prepare the budget approach to be able to move forward in FY 17 & 18 to make the repairs needed to preserve the swim center structure.	



**Tracking Form  
Strategic Implementation Committee FY15**

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
SIC		Update - Inner Arbor Plan and Organization			ongoing		included as an item on each Board meeting agenda	
SIC		Update - Key Performance Indicators Dashboard			ongoing		to be included in the President's Report for the fiscal year quarters (September, December, March, June)	
SIC		Update - Progress of significant capital projects			ongoing		to be included monthly in the President's Report	
SIC		Update - Watershed Program			ongoing		reported in November 2014, March 2015	
SIC		Update - Hobbit's Glen Clubhouse Project			ongoing		to be included monthly in the President's Report	
SIC	3/13/2014	SHA Easement Request - Gales Lane	3/13/2014		3/27/2014 4/10/2014 4/24/2014 5/22/2014		recommended	approved
SIC	5/22/2014	Haven on the Lake - Transfer of Capital Budget Funds	5/22/2014			6/12/2014	recommended	approved
SIC	5/22/2014	Howard Hughes Corporation Easement - Broken Land Parkway to Banneker Road Pathway	5/22/2014			6/12/2014	recommended	approved
SIC	6/26/2014	Howard County Easement Request - Stormwater Management Pond, Huntington Neighborhood	6/26/2014		7/10/2014	7/24/2014	recommended	approved
SIC	6/26/2014	Howard County Easement Request - Water Main Crossing, Fairway Hills Golf Course along Rt. 29	6/26/2014		7/10/2014	7/24/2014	recommended	approved

**Tracking Form  
Strategic Implementation Committee FY15**

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
SIC	8/14/2014	Update - On-Line Membership Enrollment	8/14/2014					completed
SIC	9/11/2014	Update - Spectrum NG Status	9/11/2014		ongoing in President's Report			
SIC	10/9/2014	Borrowing Resolution for Revolving Credit Note	10/9/2014			10/9/2014	recommended	approved
SIC	10/23/2014	On-Line Membership Enrollment Plan and Timeline - Next Steps	10/23/2014					no action required
SIC	11/13/2014	Deer Tick and Lyme Disease	11/13/2014					no action required
SIC	11/13/2014	Corporate Resolution for Brokerage Account	11/13/2014			11/13/2014		approved
SIC		Friends of Bridge Columbia to present their responses to County report	TBA					
SIC		Periodic update on CA's Comprehensive Sustainability Plan efforts	3/2015					
SIC	12/11/2014	Request to Purchase One Piece of Equipment with FY15 Capital Funds	12/11/2014			12/11/2014	recommended	approved
SIC	12/11/2014	Easement Request from Owen Brown (Emergency Exit from Addition to Interfaith Center)	12/11/2014			12/11/2014	recommended	approved
SIC	1/22/2015	Revisions to CA Residential Covenant Review and Enforcement Process specifically related to Abandoned Properties	2/26/2015 TBD					
SIC	1/22/2015	Lake Water Quality Monitoring	1/22/2015					complete

**Tracking Form  
Strategic Implementation Committee FY15**

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
SIC	1/22/2015	Purchasing Exception - Generator Powered by Natural Gas	1/22/2015			1/22/2015	recommended	approved
SIC	1/22/2015	Discussion on the Use of Pesticides and Next Steps	3/26/2015					
SIC	2/12/2015	Policy Regarding Performance Incentive Payments and Severance Payments that Exceed Guildlines	2/12/2015 3/26/2015					
PSC	2/26/2015	Howard County Easement Request - 100 year flood plain drainage and utility easement. Village of Kings Contrivance	2/26/2015 TBD					
SIC	3/12/2015	Easement Request from Howard County re: Multi-Use Pathway from Blandair to Howard County General Hospital-Phase 3 and 4	3/12/2015 4/9/2015					
SIC	3/26/2015	On-Line Membership Enrollment - Implementation	3/26/2015					
SIC								
SIC								
SIC								
SIC								

**FY 15 Tracking Form  
Board Operations Committee  
March 24, 2015**

	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 1/5/15 BOC meeting agenda.				Discussed at the 1/5/15 BOC meeting. The mid-year review will be held at a closed BOD meeting on 1/22/15.	Provided feedback to the President/CEO at the 1/22/15 closed BOC meeting hosting the CA BOD.
	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.				Discussed at the 1/5/15 BOC meeting. The forms for the annual review and bonus decision will be updated.	No action required.
	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.				Discussed at the 1/5/15 BOC meeting. The President/CEO will submit proposed goals and objectives for FY 16 to the BOC at the 3/30/15 BOC meeting.	
	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. No further discussions planned.	

**FY 15 Tracking Form  
Board Operations Committee  
March 24, 2015**

	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
7	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. Will be on the agenda for the 3/2/15 BOC meeting. BOC discussed the guidelines on 3/2/15. Updated guidelines were adopted by the BOD on 3/12/15 and distributed by the General Counsel on 3/23/15.
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. As of 12/1/14, CA BOD members must use CA-issued e-mail addresses for all business conducted on behalf of the Columbia Association.

**FY 15 Tracking Form  
Board Operations Committee  
March 24, 2015**

	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.				9/29/14: BOC voted to have the General Counsel (GC) propose administrative amendments to the Charter & ByLaws. GC shared the proposed amendments with the BOC on 12/1/14. BOC voted to recommend the administrative amendments to the BOD at the 1/8/15 Board meeting. BOC also voted to form a Governance Review Committee with membership approved by the BOD. 1/8/15: BOD voted to send the proposed revisions to the Charter & Bylaws to Members of CA. Revisions cannot be finalized until after a 30-day public comment period.	

**FY 15 Tracking Form  
Board Operations Committee  
March 24, 2015**

	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
10	Reg Avery	11/3/2014	Amend policy, Special Rules of Order to include more details on topics discussed at Resident Speakout.	Will be placed on the 12/1/14 BOC meeting agenda.			Will be on the agenda for approval at the 1-8-15 Board meeting.		Amendments to the Special Rules of Order re: Procedures for Official Minutes-Resident Speakout and Changes to the Policy-Minutes and Recordings CA Board of Directors Meetings were approved by the BOD on January 8, 2015.
11	BOC	1/15/2015	Submission of Proposed Goals and Objectives for FY 16 by the President/CEO	Will be placed on the 03/30/15 BOC meeting agenda.					
12	BOC	2/2/2015	Reactivating the Columbia Council	Will be placed on an upcoming BOC meeting agenda					
13	BOC	3/2/2015	General Counsel to research best practices/policies related to Codes of Conduct and Ethics Policies of similarly situated non-stock corporations and make recommendations for proposed changes	June 2015					



## Draft – As of 3-23-15

April 3, 2015

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 be held on Thursday, April 9, 2015 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
6. Approval of Minutes **March 26, 2015** 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
  - (b) External Relations Committee
  - (c) Planning and Strategy Committee
  - (d) Strategic Implementation Committee
  - (e) CA Representatives to the Inner Arbor Trust Board of Directors
10. Recommendations for Board Action
  - (a) Consent Agenda
    1. Approval of Request of the General Counsel (2 min.)
    2. Approval of Recommendation to Release Closed Meeting Minutes (2 min.)
    3. Approval of Appointments to the Architectural Resource Committee for FY 16 (2 min.)
    4. Approval of Appointment of Long Reach Representative to the Watershed Advisory Committee (1 min.)
  - (b) Recommendations for Action
    - 1.
    - 2.
    - 3.



- 11. Special Topics and Presentations min.
  - (a)
  - (b)
- 12. Committee Agendas
  - (a) Planning and Strategy Committee min.
    - 1. Discussion
      - (a) Review End-of-Year Report (10 min.)
      - (b) Discussion of Guiding Principles (Revised Draft) regarding Columbia as a Planned Community (2<sup>nd</sup> Discussion) (30 min.)
      - (c)
      - (d) Committee Tracking Form (2 min.)
    - (b) Strategic Implementation Committee
      - 1. Discussion
        - (a) Howard County Easement Requests re: Multi-Use Pathway from Blandair to Howard County General Hospital – Phases 3 and 4 (15 min.)
        - (b) Review End-of-Year Report (3 min.)
        - (c) Committee Tracking Form (2 min.)
    - (c) Board Operations Committee
      - 1. Discussion
        - (a) Discussion of Draft Goals and Objectives for President/CEO for FY 16 (30 min.)
  - 13. Possible Topics for Future Board Discussions 10 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 Board Operations Committee hosting the Board of Directors follows adjournment of the Open Meeting (if needed)**

**Next Board Meeting: Thursday, April 23, 2015**

**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 3-20-15

April 17, 2015

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 be held on Thursday, April 23, 2015 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  |                |
| 6. Approval of Minutes <b>April 9, 2015</b>                                   | 2 min.         |
| 7. Chairman's Remarks   | 3 min.         |
| 8. President's Report – See written report – Follow-Up Questions from the BOD | 10 min.        |
| 9. Committee Chairs' Remarks  | <b>12 min.</b> |
| (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  | xx min.        |
| (a)   |                |
| (b)   |                |
| 11. Committee Agendas   |                |
| (a) Strategic Implementation Committee  | <b>xx min.</b> |
| 1. Discussion   |                |
| (a) Suggested Revisions to the Purchasing Policy                              | (15 min.)      |
| (b)   |                |
| (c)   |                |
| (d) Committee Tracking Form   | (2 min.)       |

- (b) External Relations Committee **xx min.**
  - 1. Discussion
    - (a) Review End-of-Year Report *(2 min.)*
    - (b) Update from the Columbia 50<sup>th</sup> Birthday, Inc. Committee *(15 min.)*
    - (c) *(2 min.)*
    - (d) Committee Tracking Form *(2 min.)*
- 12. Reports **12 min.**
  - (a) End-of-Year Report – Board Operations Committee
  - (b) End-of-Year Report – Audit Committee
  - (c) End-of-Year Report – External Relations Committee
  - (d) End-of-Year Report – Planning and Strategy Committee
  - (e) End-of-Year Report – Risk Management Committee
  - (f) End-of-Year Report – Strategic Implementation Committee
- 13. Recommendations for Board Action
  - (a) Consent Agenda
    - 1.
    - 2.
    - 3.
    - 4.
  - (b) Recommendations for Action
    - 1. Approval to send President/CEO's Recommended FY 16 Goals and Objectives to the FY 16 BOD for approval *(5 min.)*
    - 2. Approval of Howard County Easement Requests re: Multi-Use Pathway from Blandair to Howard County General Hospital – Phases 3 and 4 *(5 min.)*
    - 3.
    - 4.
- 14. Possible Topics for Future Board Discussions 10 min.
- 15. Tracking Forms 5 min.
  - (a) Tracking Form for Board Requests
  - (b) Tracking Form for Resident Requests
- 16. Talking Points 2 min.
- 17. Adjournment – No Later than 11:00 p.m. (Expected Ending Time: Approximately XX:XX p.m.)

**Next Board Meeting: Thursday, May 14, 2015**

**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.**

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