

MINUTES
BOARD OPERATIONS COMMITTEE MEETING
HELD: JUNE 1, 2015

Approved: June 29, 2015

The regular meeting of the Board Operations Committee was held on Monday, June 1, 2015 at 7:30 p.m. at the Columbia Association Building. Present were BOC members Jeanne Ketley, Andrew Stack, Dick Boulton, Alan Klein, Nancy McCord and Janet Evans for Reginald Avery. Also present were Chief Staff Liaisons Susan Krabbe, Norma Heim, and Janet Loughran and General Counsel Sheri Fanaroff, who arrived at 7:35.

Announcement of Closed/Special Meetings Held/To Be Held: None

Approval of Agenda

The BOC voted unanimously to approve the agenda.

Resident Speakout

(a) Russ Swatek, Long Reach, spoke about the Royal Farms development on Snowden River Parkway and the voting procedure to elect the Board Chair and Vice Chair.

Approval of Minutes March 30, 2015

Andrew Stack moved to approve the minutes of the March 30, 2015 BOC meeting. The vote to approve was 1-0-3.

For: Mr. Stack

Against:

Abstain: Mr. Bolton and Mses Ketley and Dick Boulton and Janet Evans

Administrative Items

Approval of FY 16 Meeting Dates- Board of Operations Committee

Ms. Evans made a motion to approve the FY 16 Meeting Dates of the Board Operations Committee. Mr. Boulton seconded. The vote to approve the meeting dates was unanimous.

Update – Best practices related to codes of conduct and ethics policies of similarly situated non-stock corporations

General Counsel Sheri Fanaroff updated the BOC on the progress on the review of the ethics policies. The law offices of Miles and Stockbridge have been retained in assist in this project.

Board Work Session – June 18, 2015

The BOC discussed possible work session topics. These included recommendations on BOD meeting format, committee structure, the BOD Chair/Vice Chair election process, stakeholder dinner guests, the Inner Arbor and CA relationship, BOD retreat results and implementation, the ethics policies update, the process for the CA President/CEO's annual review, the noise ordinance rules and Merriweather Post Pavilion. An agenda will be created for the work session.

Topics for Discussion at Future Board Operations Committee Meetings

The BOC decided that the work session discussion and results would yield the future topics of discussion of the committee meetings.

Tracking Forms

The tracking forms for the committees were reviewed.

Finalize Proposed Agenda for upcoming Board of Directors Meeting

Review Proposed Draft of June 25, 2015

The BOC reviewed the latest draft agenda for the June 25, 2015 Board of Directors meeting and noted the projected ending time of approximately 10:00 p.m. The amended agenda was approved unanimously.

Talking Points: Talking points were given by Recording Secretary Fenise Dunson.

Adjournment: The meeting adjourned at 8:32 p.m.

Respectfully Submitted,

Fenise Dunson
Recording Secretary

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DRAFT MINUTES
BOARD OPERATIONS COMMITTEE MEETING
HELD: March 30, 2015

To be approved: June 1, 2015

The regular meeting of the Board Operations Committee was held on Monday, March 30, 2015, at 7:31 p.m. at the Columbia Association Building. Present were BOC members Russ Swatek, Nancy McCord, Andrew Stack, Alan Klein and Reginald Avery. Also present were Chief Staff Liaisons Susan Krabbe and Jane Dembner, General Counsel Sheri Fanaroff, Governance Chief of Staff Rob Goldman, and President/CEO Milton W. Matthews.

Announcement of Closed/Special Meetings Held/To Be Held: None

Approval of Agenda

Ms. McCord moved to approve the agenda; Mr. Stack seconded. In response to a question, Mr. Swatek moved Item 6a(iii)(c) to 6bi. The BOC voted unanimously to approve the amended agenda.

Resident Speakout

(a) Joel Hurewitz, Harper's Choice, spoke about the definition of a meeting.

Approval of Minutes March 2, 2015

Nancy McCord moved to approve the minutes of the March 2, 2015 BOC meeting. Andrew Stack seconded. The vote to approve was 2-0-2

For: Mr. Swatek and Ms. McCord
Against: - 0 -
Abstain: Messrs. Klein and Stack

Recommendations for BOC Action Consent Agenda

Approve Minutes of March 31, 2014 Closed BOC Meeting

Hearing no objections, BOC approved the minutes of March 31, 2014 Closed BOC meeting.

Hearing no objections, BOC approved the General Counsel's recommendations for release/non-release of Minutes of the following closed Meetings:

(a) BOC – March 31, 2014

(b) BOD – March 27, 2014-May 5, 2015

Hearing no objections, the BOC voted to approve sending the General Counsel's recommendations for release/non-release of the minutes of the March 31, 2014 BOC closed meeting and the minutes of the March 27, 2014-May 5, 2015 BOD closed meetings to the Board of Directors for final approval.

(c) BOD – May 6, 2014-March 2015

The vote to send the General Counsel's recommendations for release/non-release of the minutes of the May 6, 2014-March 2015 closed Board meetings to the Board of Directors for final approval was 2-0-2.

For: Mr. Stack and Ms. McCord
Against: - 0 -
Abstain: Messrs. Klein and Swatek

49 **Administrative Items**

50 **Review End-of-Year Report – Board Operations Committee**

51 Mr. Klein made a motion to approve the Board Operations Committee End-of-Year report. Ms. McCord
52 seconded. The vote to approve the report was unanimous.

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54 **Proposed FY 16 Goals and Objectives for President/CEO**

55 CA President/CEO Milton W. Matthews will give his proposed FY 16 goals and objectives to the Board
56 Operations Committee after reviewing the initiatives developed by the Board of Directors at the
57 May 15, 2015 retreat.

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59 **Format for Board/Senior Staff Retreat – May 2015**

60 Chief Staff Liason Jane Dembner spoke about the consultant, Jerome Paige, and the proposal for the
61 content of the May 15-16 Retreat. Feedback from the BOC discussion on the proposed agenda content
62 will be given to Dr. Paige.

63

64 **Definition of What Constitutes a Board Meeting**

65 The BOC was unable to hold a detailed discussion on this topic in an open meeting, as part of the
66 material needed for the discussion was attorney-client privileged. The discussion was deferred to a
67 closed meeting to be held on April 9, 2015.

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69 **Policy on the Use of E-Mail by CA BOD Members**

70 The BOC was unable to hold a detailed discussion on this topic in an open meeting, as part of the
71 material needed for the discussion was attorney-client privileged. The discussion was deferred to a
72 closed meeting to be held on April 9, 2015.

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74 **Discussion of Process for Possible Substantive Changes to CA's Charter and/or Bylaws**

75 The BOC deferred this item to the FY 16 Board Operations Committee for further discussion.

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77 **Tracking Forms**

78 The BOC discussed the Tracking Forms for the External Relations, Planning and Strategy, Strategic
79 Implementation, and Board Operations Committees.

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81 **Finalize Proposed Agendas for upcoming Board of Directors Meetings**

82 Review Proposed Draft – April 9, 2015

83 The BOC changed the start time of the April 9, 2015 Board of Directors meeting to 7:00 p.m., adjusted
84 time allocations for the Planning and Strategy Committee discussion topics, and eliminated item 13,
85 Possible Topics for Future Board Discussions, from the agenda. The BOC noted there would be a closed
86 meeting of the Board of Directors on April 9 following adjournment of the open meeting.

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88 Review Proposed Draft – April 23, 2015

89 The BOC noted the 7:00 p.m. start time for the April 23, 2015 Board of Directors meeting and eliminated
90 proposed items 13(b)1 regarding the President/CEO's proposed FY 16 goals and objectives and 14,
91 Possible Topics for Future Board Discussions.

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93 The amended agendas for the April 9, 2015 and April 23, 2015 Board of Directors meetings were
94 approved unanimously.

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96 **Talking Points:** The Talking Points were presented by Recording Secretary, Fenise Dunson.

97 **Adjournment:** The meeting adjourned at 9:33 p.m.
98
99 Respectfully submitted,
100
101 Fenise Dunson
102 Recording Secretary



DATE: May 26, 2015

TO: Board Operations Committee Members
Milton W. Matthews

FROM: Janet F. Loughran, Chief Staff Liaison, Board Operations Committee

SUBJECT: **Proposed Schedule of CA Board Operations Committee Meetings for FY 16**

Following is the proposed schedule of meeting dates for the Columbia Association Board Operations Committee in FY 16:

- Monday, June 1, 2015 – 7:30 p.m. – CA Board Room
- Monday, June 29, 2015 – 7:30 p.m. – CA Board Room
- Monday, August 31, 2015 – 7:30 p.m. – CA Board Room
- Monday, September 28, 2015 – 7:30 p.m. – CA Board Room
- Monday, November 2, 2015 – 7:30 p.m. – CA Board Room
- Monday, November 30, 2015 – 7:30 p.m. – CA Board Room
- Monday, January 4, 2016 – 7:30 p.m. – CA Board Room
- Monday, February 1, 2016 – 7:30 p.m. – CA Board Room
- Monday, February 29, 2016 – 7:30 p.m. – CA Board Room
- Monday, April 4, 2016 – 7:30 p.m. – CA Board Room

jfl



May 26, 2015

TO: CA Board Operations Committee

FR: Sheri Fanaroff

RE: Revisions to CA's Ethics Policies

At its March 2, 2015 meeting, the Board Operations Committee ("BOC") asked me "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."

I have begun work on this project, but do not yet have fully revised policies to present to the BOC. I thought it would be appropriate, however, to provide a status report on the project.

The BOC's request involves the following CA documents (collectively, the "Ethics Policies"):

- Code of Business Conduct and Ethics
- Code of Ethics and Conflicts of Interest Policy for Directors, Officers and Senior Team Leaders
- Policy for Reporting Violations of the Code of Business Conduct and Ethics

I retained the law firm of Miles & Stockbridge to assist me with this project, given the amount of work required and the desirability of having an impartial outside perspective.

In order to properly analyze the Ethics Policies, we have also reviewed other policies and practices in place at CA, including:

- Team Member Handbook
- Financial Disclosure Form
- Social Media Policy
- Data Security Policy
- Asset Disposal Policy
- Document Retention and Disposal Policy
- Purchasing Policy
- Procurement Card Policy
- Travel Policy
- CA Board of Directors Responsibilities
- CA Board Member Values
- Charter and By-Laws

We also have reviewed the ethics documents for other large homeowners associations ("HOAs"), specifically Montgomery Village in Maryland and Summerlin in Nevada. Review of other HOA ethics policies in and of itself does not provide sufficient guidance, since CA's structure differs from the typical HOA and the breadth of CA's operations is much more comprehensive. Consequently, we have also looked at general "best practices" information relating to ethics documents for additional guidance.

Based on the above research, we have begun drafting suggested changes to the Ethics Policies. Further work is required however before we present those suggested changes to the BOC.



DATE: May 26, 2015

TO: Board Operations Committee Members
Milton W. Matthews

FROM: Janet F. Loughran, Chief Staff Liaison, Board Operations Committee

SUBJECT: Board Work Session – June 18, 2015

The Board Chairperson would like to have a work session of the Board of Directors on Thursday, June 18, 2015. Ms. Ketley would like the Board Operations Committee to discuss topics for that work session.

jfl



DATE: May 26, 2015

TO: Board Operations Committee Members
Milton W. Matthews

FROM: Janet F. Loughran, Chief Staff Liaison, Board Operations Committee

SUBJECT: Topics for Discussion at Future Board Operations Committee Meetings

The Board Chairperson would like to discuss the following topics at upcoming BOC meetings:

- (a) Format of Board Meetings
- (b) BOD Committee Structure
- (c) Review of BOD Ethics Policy

Discussion on June 1 will focus on the time needed to prepare supporting documentation for these items and the date on which the items would be ready for discussion.

jfl

**Tracking Form - FY16
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
		Membership Rate & Fee Structure: Based on the consultant study and management's input/recommendations, review and make recommendations on CA's rates and fees to be considered and incorporated as part of the FY 17/18 budget cycle.	Consultant presentation 5/28/2015					
		Strategic Plan: Review Annual Progress Report.	(Anticipated early summer)					
		Review and recommend board approval of the FY 17-18 budget process & schedule.	6/25/2015					
		Capital and Operating Parameters: Review and make recommendation on FY 17/18 Capital and Operating Parameters.	7/9/2015					
		Capital and Operating Parameters: Review and make recommendation to Board on FY 17/18 parameters.	7/23/2015					
		Conduct the FY 17-18 budget process and make recommendation to Board.	Anticipated 9/15 - 2/16					

**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 - Key Performance Indicators Dashboard			ongoing		to be included in the President's Report for the fiscal year quarters (June, September, December, March)	
SIC		Monitor Watershed Program			ongoing		to be reported in September 2015 and March 2016	
SIC		Monitor Lake Water Quality			ongoing			
SIC		Monitor CA's Comprehensive Sustainability Plan efforts			ongoing			
SIC		Friends of Bridge Columbia to present their responses to County report	TBD					
SIC	2/26/2015	Howard County Easement Request - 100 year flood plain drainage and utility easement. Village of Kings Contrivance	2/26/2015 TBD					
SIC	5/14/2015	New Headquarters - Transfer of Funds	5/14/2015					
SIC	5/14/2015	FY 15 and FY 16 Category II Equipment Purchase Changes	5/14/2015					

**FY 16 Tracking Form
Board Operations Committee
May 19, 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	2/2/2015	Reactivating the Columbia Council	Will be placed on an upcoming BOC meeting agenda					
	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					
	BOC	3/30/2015	Discussion of Process for Possible Substantive Changes to CA's Charter and/or By-laws	Will be placed on an upcoming BOC meeting agenda					
	BOC	4/23/2015	Review of the Board Committee meeting structure	To be determined					
	BOC	6/1/2015	Planning for the President/CEO Mid-Year Review	Will be placed on the 9/28/15 BOC meeting agenda.					
	BOC	6/1/2015	Planning for the President/CEO Annual Review and Compensation Decision	Will be placed on the 1/4/16 BOC meeting agenda.					

**FY 16 Tracking Form
Board Operations Committee
May 19, 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
8	BOC	6/1/2015	Planning for the Proposed Goals and Objectives for the President/CEO for FY 17	Will be placed on the 2/1/16 BOC meeting agenda.					
9	BOC	6/1/2015	Review General Counsel's recommendations re: Release of Closed Meeting minutes	March/April 2016					



Draft – As of 5-26-15

June 19, 2015

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

From: Jeanne N. Ketley, Board Chairperson

The Columbia Association Board of Directors Meeting will be held on Thursday, June 25, 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 **May 28, 2015** **2 min.**
7. Chairperson's Remarks **3 min.**
8. President's Report; Follow-Up Questions from the Board Members **10 min.**
9. Committee Chairs' Remarks **12 min.**
 - (a) Board Operations Committee
 - (b) External Relations Committee
 - (c) Planning and Strategy Committee
 - (d) Strategic Implementation Committee
 - (e) Audit Committee
 - (f) CA Representatives to the Inner Arbor Trust Board of Directors
10. Special Topics and Presentations **30 min.**
 - (a) Financial Briefing for CA Board of Directors
 - (b)
 - (c)
11. Committee Agendas **17 min.**
 - (a) Planning and Strategy Committee
 1. Discussion
 - (a) Review and Recommend Approval of the FY 2017-2018 Budget Process and Schedule
 - (b)
 - (c)
 - (d) Committee Tracking Form

- (b) Strategic Implementation Committee **2 min.**
 - 1. Discussion
 - (a)
 - (b)
 - (c)
 - (d) Committee Tracking Form
- (c) External Relations Committee **12 min.**
 - 1. Discussion
 - (a) Plan FY 16 Stakeholders Dinners
 - (b)
 - (c)
 - (d) Committee Tracking Form
- 12. Recommendations for Board Action
 - (a) Consent Agenda – None
 - 1.
 - 2.
 - 3.
 - (b) Recommendations for Board Action **10 min.**
 - 1. Approval of the FY 2017-2018 Budget Process and Schedule
[pending discussion by the Planning and Strategy Committee – see item 11(a)1(a) above]
 - 2.
 - 3.
- 13. Reports
 - (a) FY 15 Fourth Quarter Financial Report to the Board **5 min.**
- 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 9:50 p.m.)

Next Board Meeting: Thursday, July 9, 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.