

MINUTES
BOARD OPERATIONS COMMITTEE MEETING
HELD: JUNE 29, 2015

Approved August 31, 2015

The regular meeting of the Board Operations Committee was held on Monday, June 29, 2015 at 7:30 p.m. at the Columbia Association Building. Present were BOC members Jeanne Ketley, Dick Boulton, Reginald Avery, and Nancy McCord (on behalf of Andrew Stack) as well as Board members Alan Klein and Nancy McCord. Also present were President/CEO Milton Matthews; General Counsel Sheri Fanaroff (who arrived at 7:34 p.m.); and Chief Staff Liaisons Susan Krabbe, Jane Dembner, and Janet Loughran.

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

Approval of Agenda

The BOC voted unanimously to approve the agenda.

Resident Speakout: None

Approval of Minutes - June 29, 2015

Reginald Avery moved to approve the minutes of the June 29, 2015 BOC meeting. Nancy McCord seconded. The vote to approve was unanimous.

Administrative Items

Update- Suggested Goals and Objectives for President/CEO for FY 16

Mr. Matthews will provide his suggested goals and objectives for FY 16 to the BOC members electronically in July.

Process to Elect the Board Chair and Vice Chair

The BOC discussed the process to elect the Board Chair and Vice Chair, focusing on the ballots, the location in which the ballots are counted, and retention of the ballots after the election.

Mr. Boulton made a motion that, in the future, for secret ballots, there is a ballot with all ten Board members' names listed, with a check box next to each name, and the ballots be counted in the room in the presence of all the Board members. Mr. Avery seconded the motion. The vote to approve was unanimous.

Tracking Forms

The tracking forms for the External Relations, Planning and Strategy, Strategic Implementation, and Board Operations Committees were reviewed and amended. The column entitled 1st Reading will be changed to 1st Discussion on all tracking logs and the TBD designation will be changed to "on-going" on all tracking logs.

Finalize Proposed Agendas for Upcoming Board of Directors Meetings

The BOC reviewed and updated the proposed agendas for the July 9, 2015 and July 23, 2015 Board of Directors meetings. Mr. Avery made a motion to approve the updated agendas. Ms. McCord seconded the motion, which was approved unanimously.

Possible Topics for Future Board Discussions

There were included in the review of the tracking forms for the committees.

Talking Points

The Talking Points were read by Fenise Dunson, recording secretary.

Adjournment

Mr. Avery made a motion, seconded by Ms. McCord, to adjourn the meeting. The motion was approved unanimously and the meeting adjourned at 8:26 p.m.

Respectfully submitted,

Fenise Dunson
Recording Secretary

1 **DRAFT MINUTES**
2 **BOARD OPERATIONS COMMITTEE MEETING**
3 **HELD: JUNE 1, 2015**
4

5 To be approved: June 29, 2015
6

7 The regular meeting of the Board Operations Committee was held on Monday, June 1, 2015 at 7:30 p.m.
8 at the Columbia Association Building. Present were BOC members Jeanne Ketley, Andrew Stack, Dick
9 Boulton, Alan Klein, Nancy McCord and Janet Evans for Reginald Avery. Also present were Chief Staff
10 Liaisons Susan Krabbe, Norma Heim, and Janet Loughran and General Counsel Sheri Fanaroff, who
11 arrived at 7:35.
12

13 **Announcement of Closed/Special Meetings Held/To Be Held:** None
14

15 **Approval of Agenda**

16 The BOC voted unanimously to approve the agenda.
17

18 **Resident Speakout**

19 (a) Russ Swatek, Long Reach, spoke about the Royal Farms development on Snowden River parkway and
20 the voting procedure to elect the Board Chair and Vice Chair.
21

22 **Approval of Minutes March 30, 2015**

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

25 For: Mr. Stack

26 Against:

27 Abstain: Mr. Bolton and Mses Ketley and Dick Boulton and Janet Evans
28

29 **Administrative Items**

30 **Approval of FY 16 Meeting Dates- Board of Operations Committee**

31 Ms. Evans made a motion to approve the FY 16 Meeting Dates of the Board Operations
32 Committee. Mr. Boulton seconded. The vote to approve the meeting dates was unanimous.
33

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

36 General Counsel Sheri Fanaroff updated the BOC on the progress on the review of the ethics policies.
37 The law offices of Miles and Stockbridge have been retained in assist in this project.
38

39 **Board Work Session – June 18, 2015**

40 The BOC discussed possible work session topics. These included recommendations on BOD meeting
41 format, committee structure, the BOD Chair/Vice Chair election process, stakeholder dinner guests, the
42 Inner Arbor and CA relationship, BOD retreat results and implementation, the ethics policies update, the
43 process for the CA President/CEO's annual review, the noise ordinance rules and Merriweather Post
44 Pavilion. An agenda will be created for the work session.
45
46

47 **Topics for Discussion at Future Board Operations Committee Meetings**
48 The BOC decided that the work session discussion and results would yield the future topics of discussion
49 of the committee meetings.

50
51 **Tracking Forms**
52 The tracking forms for the committees were reviewed.

53
54 **Finalize Proposed Agenda for upcoming Board of Directors Meeting**
55 Review Proposed Draft of June 25, 2015
56 The BOC reviewed the latest draft agenda for the June 25, 2015 Board of Directors meeting and noted
57 the projected ending time of approximately 10:00 p.m. The amended agenda was approved
58 unanimously.

59
60 **Talking Points:** Talking points were given by Recording Secretary Fenise Dunson.

61
62 **Adjournment:** The meeting adjourned at 8:32 p.m.

63
64 **Respectfully Submitted,**

65
66 Fenise Dunson
67 Recording Secretary



DATE: June 22, 2015

TO: Board Operations Committee

FROM: Milton W. Matthews

SUBJECT: Update – President/CEO’s Suggested Goals and Objectives for FY 2016

Work continues on my suggested goals and objectives for FY 2016. A draft will be sent via e-mail to BOC members no later than Friday, July 10.

This item will be discussed at the August 31, 2015 BOC meeting.



DATE: June 22, 2015
TO: Board Operations Committee
FROM: Janet F. Loughran, Chief Staff Liaison
SUBJECT: **Process for Electing the Board Chair and Vice Chair**

Board members would like to modify the method used to elect the Board Chair and Vice Chair.

In past practice, including that used in May 2015, Board Members, in separate votes, were asked to write the name of the person for whom s/he wished to vote for Chair and Vice Chair, respectively, on a paper ballot. The paper ballots were collected in a container and counted by an officer of the Corporation, either inside the Board Room or in a private area in the CA Headquarters Lobby. The officer then announced the results of the vote.

Some Board members would prefer not to use handwritten ballots and would like the ballots to be counted inside the Board Room.

One suggestion is to print the last name of all Board members on a ballot, with a box next to each last name. Board members would check the box of the individual for whom s/he wished to vote. Ballots would be collected by at least one officer of the Corporation, counted within the Board Room, the results recorded on a master list, and the results then announced.

This would eliminate the possibility of recognizing handwriting and discerning how individual Board members voted. As long as the votes cast could remain confidential, the votes would be recorded within the Board Room.

BOC members are welcome to bring other ideas for consideration.

**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	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	After July, 2015					
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	5/28/2015	New Headquarters - Transfer of Funds	5/28/2015			5/28/2015	recommended	approved
SIC	5/28/2015	FY 15 and FY 16 Category II Equipment Purchase Changes	5/28/2015			5/28/2015	recommended	approved

**FY 16 Tracking Form
Board Operations Committee
June 23, 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	Update was provided by the General Counsel at the 6/1/15 BOC meeting. Will be on the agenda for the 8/31/15 BOC meeting.					
	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
June 23, 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					
10	BOC	6/1/2015	Method for Evaluating the President/CEO	Will be placed on the 12/2/15 BOC meeting agenda					
11	BOC	6/1/2015	Election Process for Board Chair/Vice Chair	On the 6/29/15 meeting agenda					
12	BOC	6/1/2015	Format of Board Meetings	Discussed by the Board of Directors at the 6/18/15 Work Session					



Draft – As of 6-23-15

July 2, 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, July 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 | June 25, 2015 | 2 min. |
| 7. Chairperson'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. | | |
| 2. | | |
| 3. | | |
| 4. | | |
| (b) Recommendations for Action | | 20 min. |
| 1. Approval of the Audit Committee Charter | | |
| 2. Approval of the Office of Internal Audit Mission Statement and Charter | | |
| 3. | | |
| 4. | | |

- 11. Special Topics and Presentations
 - (a) Financial Briefing for the Board of Directors **30 min.**
 - 12. Committee Agendas
 - (a) Planning and Strategy Committee **32 min.**
 - 1. Discussion
 - (a) Annual Charge Rate and Cap for the FY 17 and Conditional FY 18 Budgets (1st Reading)
 - (b) Proposed FY 17 and Conditional FY 18 Capital and Operating Budget Parameters (1st Reading)
 - (c)
 - (d) Committee Tracking Form
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 11:00 p.m. (Projected Ending Time: Approximately 9:40 p.m.)

Next Board Meeting: July 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 6-23-15

July 17, 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, July 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 July 9, 2015 | 2 min. |
| 7. Chairperson's Remarks | 3 min. |
| 8. President's Report – See written report – Follow-Up Questions from the BOD | 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 | 15 min. |
| (a) Update on the Headquarters Office Move | |
| 11. Committee Agendas | |
| (a) Strategic Implementation Committee | 32 min. |
| 1. Discussion | |
| (a) Update on the Long-Term Lake Management Plan and Funding Discussion for Wilde Lake | |
| (b) Committee Tracking Form | |

- (b) External Relations Committee **xx min.**
 - 1. Discussion
 - (a)
 - (b)
 - (c) Committee Tracking Form *(2 min.)*
- (c) Planning and Strategy Committee **30 min.**
 - 1. Discussion
 - (a) Annual Charge Rate and Cap for the FY 17 and Conditional FY 18 Budgets (2nd Reading)
 - (b) Proposed FY 17 and Conditional FY 18 Capital and Operating Budget Parameters (2nd Reading)
- 12. Recommendations for Board Action
 - (a) Consent Agenda
 - 1.
 - 2.
 - 3.
 - (b) Recommendations for Action **5 min.**
 - 1. Approval of the Annual Charge Rate and Cap for the FY 17 and Conditional FY 18 Budgets
 - 2. Approval of the Proposed FY 17 and Conditional FY 18 Capital and Operating Budget Parameters
 - 3.
- 13. Reports **10 min.**
 - (a) FY 2015 Financial Statements and Independent Auditors' Report – Columbia Association, Inc.
 - (b) FY 2015 Financial Statements and Independent Auditors' Report – Incentive Savings Plan and Trust
- 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. (Projected Ending Time: Approximately 9:55 p.m.)

**Next Board Meeting:
Thursday, September 10, 2015**

**At CA's New Headquarters Building
6310 Hillside Court, Columbia, MD 21046**

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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