

**Minutes of the
BOARD OF DIRECTORS MEETING
Held: May 14, 2015**

Approved: June 25, 2015

A meeting of the Columbia Association Board of Directors was held on Thursday, May 14, 2015 at the Columbia Association Building. Present were members Reg Avery, Dick Boulton, Brian Dunn, Janet Evans, Jeanne Ketley, Alan Klein, Nancy McCord, Gregg Schwind, Andy Stack, and Chao Wu. Also present were CA President/CEO Milton Matthews, Chief Staff Liaisons Susan Krabbe and Norma Heim, Governance Chief of Staff Jane Dembner, and General Counsel Sheri Fanaroff.

1. Call to Order: The Board of Directors Meeting was called to order at 7:45 p.m. by President/CEO Milton W. Matthews.

2. Approval of Agenda:

Action: Ms. McCord moved to approve the agenda; Mr. Avery seconded the motion. Mr. Dunn asked to add an item after “Resident Speakout” regarding his conflict of interest. The agenda, as amended, was approved unanimously.

3. Resident Speakout:

- (a) Russ Swatek, Long Reach, welcomed new Board members and thanked returning members for their service.
- (b) Joel Hurewitz, Hickory Ridge, spoke about backdating the resolution to select CA’s representatives to the Inner Arbor Trust, and about the CA Board retreat.

Conflict of Interest (*added to agenda*)

Mr. Dunn said his wife works at CA and he asked for a waiver from CA’s conflict of interest rules so he can continue to serve on the CA Board. Ms. Ketley said she endorses Brian and that the conflict of interest rules should be revised. Mr. Schwind suggested that, once given, a waiver should be in effect until the member leaves the Board.

Action: Mr. Avery moved that the Board grant Mr. Dunn a waiver from CA’s conflict of interest rules. Mr. Klein seconded the motion. The vote to approve was 9-0-1.

For: Messrs. Avery, Boulton, Klein, Schwind, Stack and Wu, and Mses. Evans, Ketley and McCord

Against: None

Abstain: Mr. Dunn

4. Election of Chair and Vice Chair of the CA Board of Directors

Action: Mr. Klein moved to amend the Resolution to Elect the Chair and Vice-chair of the Board to state that they will serve from May 14, 2015 until their successors are elected by the Board. Ms. Evans seconded the motion, which passed unanimously.

Action: Mr. Schwind nominated Andy Stack as Chair; Ms. McCord seconded. Mr. Klein nominated Jeanne Ketley as Chair; Mr. Boulton seconded the nomination. After both candidates spoke about their qualifications, a secret ballot yielded a tie: five votes for Mr. Stack and five votes for Ms. Ketley.

Action: Mr. Avery moved that the two candidates split the chairperson duties, with each serving for six months. Mr. Wu seconded the motion, which passed. Vote: 7-3-0.

For: Messrs. Avery, Boulton, Klein, Stack and Wu; and Mses. Evans and Ketley
Against: Messrs. Dunn and Schwind, and Ms. McCord
Abstain: None

Action: Mr. Klein moved that Ms. Ketley serve the first six-month term as chair. Mr. Avery seconded the motion, which passed. Vote: 7-3-0.

For: Messrs. Avery, Boulton, Klein, Stack and Wu; and Mses. Evans and Ketley
Against: Messrs. Dunn and Schwind, and Ms. McCord
Abstain: None

Action: Mr. Avery moved that Ms. Ketley serve as chair from May 14, 2015 until November 14, 2015 and Mr. Stack will serve from November 15, 2015 until a successor is elected. Mr. Klein seconded the motion, which passed unanimously.

Action: Ms. McCord moved that Mr. Stack serve as Vice Chair during Ms. Ketley’s tenure as chair, and Ms. Ketley serve as Vice Chair during Mr. Stack’s tenure as chair. Ms. Evans seconded the motion, which passed unanimously.

5. Appointments to Committees

The Chair appointed members to committees as follows:

Planning and Strategy Committee:	Nancy McCord, Andy Stack, and Chao Wu
Strategic Implementation Committee:	Reg Avery, Janet Evans, and Gregg Schwind
External Relations Committee:	Dick Boulton, Brian Dunn, and Alan Klein
Audit Committee:	Reg Avery, Chao Wu, and Gregg Schwind
Risk Management Committee:	Reg Avery, Janet Evans, and Greg Schwind

6. Election of CA Representatives to the Inner Arbor Trust Board of Directors

Action: Mr. Klein moved that the resolution be amended to state that therepresentatives’ term of office will be from May 14, 2015 until their successors are selected by the CA Board of Directors. Mr. Avery seconded the motion. Mr. Klein accepted Mr. Schwind’s amendment to change “elected” to “selected” in the title and body of the resolution. The amended motion passed unanimously.

Action: Ms. Evans nominated Mr. Boulton to the IAT Board; Mr. Stack nominated Ms. McCord; Mr. Dunn nominated Mr. Schwind; and Mr. Boulton nominated Mr. Klein. By secret ballot, the members selected Messrs. Boulton and Schwind to represent the CA Board on the IAT Board.

7. Election of Officers of Columbia Association

Action: Mr. Wu moved that the slate of officers be appointed as presented. Mr. Stack seconded the motion, which passed unanimously. The officers are:

Milton Matthews	President/CEO
Susan Krabbe	Vice President
Sheri Fanaroff	Secretary
Paul Papagjika	Treasurer
Don Van Deusen	Assistant Secretary

8. Approval of BOD Meeting Dates in FY 2016

Action: Mr. Stack moved that the proposed meeting dates be accepted as presented. Mr. Avery seconded the motion, which passed unanimously.

9. Draft letter from the Board of Directors re: Work of the Fueling Stations Task Force

Action: Mr. Stack moved that the Board send a letter to the County Council in support of the work of the Fueling Stations Task Force. Mr. Klein seconded the motion, which passed. Vote: 9-1-0.

For: Messrs. Avery, Boulton, Klein, Stack, Schwind and Wu; and Meses. Evans, McCord
and Ketley
Against: Mr. Dunn
Abstain: None

10. Possible Topics for Future Board Discussions

Members suggested these topics:

- Televising board meetings
- Environmental concerns in Columbia
- Study of pros and cons re: CA's membership structure so that all residents are members of CA
- Village center revitalization
- Format of BOD meetings
- BOD committee structure and effectiveness
- Infrastructure of CA facilities and planning to move forward with improvements
- Creating a task force re: attracting younger families to Columbia
- Setting criteria for repairing ponds and prioritizing them
- Membership and Fee Study
- Review of Conflict of Interest Policies
- Affordable housing

Mr. Schwind suggested that members refer to the Board committees' end-of- year reports for more topics.

11. Board Request Tracking Log

Mr. Klein asked about Mr. Schwind's request for a list of "rates and fees" that CA charges people in connections with memberships and/or use of facilities. Mr. Matthews said the answers will be sent to Board members.

12. Resident Request Tracking Log

Mr. Klein asked about progress in responding to Mr. Hurewitz's question about whether the Board has approved the sale of investments or the sale or donation of equipment.

13. Talking Points: Recording Secretary Valerie Montague read the Talking Points.

14. Adjournment: The meeting was adjourned at 9:48 p.m.

Respectfully submitted,

Valerie Montague
Recording Secretary



**COLUMBIA ASSOCIATION, INC.
MEETING OF DIRECTORS**

Held: May 14, 2015

Election of Chair and Vice-Chair of the Board

RESOLVED, that _____ is elected as Chair of the Board of Directors of the Columbia Association, Inc. for the period from May 1, 2015 through April 30, 2016, and

FURTHER RESOLVED that _____ is elected as Vice-Chair of the Board of Directors of the Columbia Association, Inc. for the period from May 1, 2015 through April 30, 2016.



APPOINTMENTS OF DIRECTORS TO BOARD COMMITTEES
Worksheet

	<u>FY 15</u>	<u>FY 16</u>
<u>Planning and Strategy Committee</u>		
Chair*	Gregg Schwind	_____
Vice Chair*	Brian Dunn	_____
Member	Russ Swatek	_____
Chief Staff Liaison	Jane Dembner	Jane Dembner
 <u>Strategic Implementation Committee</u>		
Chair*	Alan Klein	_____
Vice Chair*	Reginald Avery	_____
Member	Tom O'Connor	_____
Chief Staff Liaison	Susan Krabbe	Susan Krabbe
 <u>External Relations Committee</u>		
Chair*	Nancy McCord	_____
Vice Chair*	Jeanne Ketley	_____
Member	Michael Cornell	_____
Chief Staff Liaison	Rob Goldman	Norma Heim
 <u>Audit Committee</u>		
Members	Reginald Avery	_____
	Michael Cornell	_____
	Gregg Schwind	_____
Resident	James Young	James Young
Resident	Edward Berman	Edward Berman
President/CEO	Milton W. Matthews	Milton W. Matthews
Chief Staff Liaison	Jackie Tuma	Jackie Tuma
 <u>Risk Management Committee</u>		
Chair	Susan Krabbe	Susan Krabbe
President/CEO	Milton W. Matthews	Milton W. Matthews
Member	Reginald Avery	_____
Member	Alan Klein	_____
Member	Tom O'Connor	_____
Resident Expert	Richard Shaw	Richard Shaw
 <u>Board Operations Committee</u>		
CA Board of Directors Chair	Andrew C. Stack / Russ Swatek	_____
President/CEO	Milton W. Matthews	Milton W. Matthews
Planning and Strategy Committee Chair	Gregg Schwind	_____
Strategic Implementation Committee Chair	Alan Klein	_____
External Relations Committee Chair	Nancy McCord	_____
Governance Chief of Staff	Rob Goldman	Jane Dembner

*The Board Chair assigns the Board Members to the committees. Historically, the committee members select the Chair and Vice Chair of the committee.



**COLUMBIA ASSOCIATION, INC.
MEETING OF DIRECTORS**

Held: May 14, 2015

**Election of Representatives of Columbia Association, Inc. to the
Inner Arbor Trust Board of Directors**

RESOLVED, that _____ and _____
are elected as representatives of Columbia Association, Inc. to the Inner Arbor
Trust Board of Directors for the period from May 1, 2015 through April 30, 2016.



**COLUMBIA ASSOCIATION
MEETING OF THE BOARD OF DIRECTORS**

Held: May 14, 2015

RESOLUTION

BE IT RESOLVED, that the Board of Directors hereby appoints the following slate of officers for Columbia Association, Inc.:

Milton W. Matthews, President/CEO
Susan Krabbe, Vice President
Sheri V. G. Fanaroff, Secretary
Paul Papagjika, Treasurer
Don Van Deusen, Assistant Secretary

APPROVED: _____



DATE: May 8, 2015
TO: Board of Directors
FROM: Janet Loughran
SUBJECT: **Proposed Schedule of CA Board Meetings for FY 16**

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

Thursday, May 14, 2015	Thursday, November 12, 2015
Thursday, May 28, 2015	Thursday, December 10, 2015
Thursday, June 11, 2015	Thursday, January 14, 2016
Thursday, June 25, 2015	Thursday, January 28, 2016
Thursday, July 9, 2015	Thursday, February 11, 2016
Thursday, July 23, 2015	Thursday, February 25, 2016
<i>Per a vote on January 22, 2015, there will be no Board meetings and/or work sessions in August. Enjoy the summer break.</i>	Thursday, March 10, 2016
	Thursday, March 24, 2016
Thursday, September 10, 2015	Thursday, April 14, 2016
Thursday, September 24, 2015	Thursday, April 28, 2016
Thursday, October 8, 2015	
Thursday, October 22, 2015	

jfl

Approved by the CA Board of Directors on _____

DRAFT – As of 5-6-15

15 May 2015

The Honorable Mary Kay Sigaty
County Council Chairperson
Howard County Council
George Howard Building
3430 Courthouse Drive
Ellicott City, Maryland 21043

Dear Chairperson Sigaty:

On behalf of the Columbia Association (CA) Board of Directors, I am writing to express CA's support for the recommendations from the Howard County Fueling Stations Task Force ("Task Force"), which, if adopted, would result in changes to the Conditional Use Regulations for Gasoline Service Stations.

As you are aware, the Task Force first reviewed issues, such as blighting, safety, environmental and health impacts, and how each is related to the locations where gasoline fueling stations are sited. Later in the work of the Task Force, these issues would serve as the basis for its recommendations. Of specific and immediate concern to CA and, in general, the community of Columbia is the recommendation requesting that a needs assessment, using objective criteria, should be required to determine whether the demand exists for any proposed new fueling station in a defined market area.

Gasoline service stations have had a long and prominent presence in the village centers in the community of Columbia. All of us wish for their continuation for years to come among the retail mix in the village centers; however, there will be challenges – existing and future ones – for these gasoline service stations. For example, a finding from the Task Force specific to many existing village centers noted that restrictive deeds and covenants on the properties limit the retail offerings of gasoline service stations.

Further, one of the conclusions from the Task Force cites the declining demand for motor fuels in the United States. Couple that conclusion with the potential throughout Howard County for the siting of more high volume gasoline fueling stations or "hypermarkets", and I hope the County Council can begin to see the reasons for our concerns for the continued viability of gasoline service stations in existing village centers. Also, of equal concern, is what can we do to minimize the potential impacts – blight, safety, environmental and health – if more of these gasoline service stations become defunct?

We would like to thank the members of the Fueling Stations Task Force for their nine-month effort to produce the recommendations. Columbia Association looks forward to further opportunities for input as the County Council takes under consideration the recommendations.

Sincerely,

Board Request Tracking Log
 FY 15
 As of May 7, 2015

	A	B	C	D	E	F	G
1	<u>Number</u>	<u>Originator</u>	<u>Issue/Task Description</u>	<u>Origination Date</u>	<u>Assigned To (Department)</u>	<u>Due Date</u>	<u>Closed Date</u>
2	1	Michael Cornell	Full Compensation Study	2/20/2014	HR	8/20/2014	9/23/2014 - The Board has decided to conduct a benefits study and combine that with the 2013 compensation study to create a full benefits study. The benefits study is expected to be completed in early 2015.
3	2	Alex Hekimian	Include minutes from all Board meetings in all years (as shown on the previous CA website) on the new CA website	3/13/2014	Communications and Community Engagement	4/30/2014	4/1/2014
4	3	Alex Hekimian	Assess the potential for where a CA community garden could be sited	3/13/2014	Community Building and Open Space	10/31/2014	10/30/2014
5	4	Russ Swatek	Would like more information on stretch goals	3/27/2014	President's Office/HR	11/3/2014	11/14/2014
6	5	Andy Stack	Staff to prepare a briefing on the sign variance issue for new Board members	5/23/2014	Community Building and Open Space	6/30/2014	6/11/2014

Board Request Tracking Log
 FY 15
 As of May 7, 2015

	A	B	C	D	E	F	G
1	<u>Number</u>	<u>Originator</u>	<u>Issue/Task Description</u>	<u>Origination Date</u>	<u>Assigned To (Department)</u>	<u>Due Date</u>	<u>Closed Date</u>
7	6	Board Members	Staff assessment of the covenant enforcement question in the Guilford Industrial Park	5/23/2014	General Counsel	6/30/2014	6/26/2014
8	7	Gregg Schwind	Questions about fees and user requirements for the Dog Park	5/14/2014	Community Building and Open Space	6/20/2014	6/20/2014
9	8a	Jeanne Ketley	Is it possible to find out the elevation of the docks/boardwalk at the Lakefront at Clydes?	5/28/2014	Construction Department	6/28/2014	6/5/2014
10	8b	Jeanne Ketley	The construction of any bridge/boardwalk regardless of height will require support pilings and footings which is where the debris piles up. How long is the bridge, how many pilings and support ties are being constructed? What is the proposed height of the Lake Kittamaqundi pathway bridge above existing ground level?	05/28/14	Construction Department	6/28/2014	6/5/2014
11	9	Jeanne Ketley	Feasibility of providing electronic newsletter to the residents	6/2/2014	Communications and Community Engagement/IT	7/2/2014	7/2/2014
12	10	Jeanne Ketley	Feasibility of electronic pre-registration for Resident Speakout	6/2/2014	IT	7/2/2014	7/2/2014

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1	<u>Number</u>	<u>Originator</u>	<u>Issue/Task Description</u>	<u>Origination Date</u>	<u>Assigned To (Department)</u>	<u>Due Date</u>	<u>Closed Date</u>
13	11	Nancy McCord	Recap summary of financial performance of CA golf for the past 10 years	6/12/2014	Finance	7/21/2014	7/28/2014
14	12	Michael Cornell	Feasibility of an enhanced audio recording system for the Board Room; microphones for each Board member; and video streaming of Board meetings	6/18/2014	President's Office	9/18/2014	9/18/2014
15	13	Audit Committee	Develop strategies to enhance utilization of village center facilities to increase revenue streams for village associations	7/2/2014	Community Services	4/30/2015	2/11/2015
16	14	Alan Klein	Would like minutes for any meetings at which the CA Board, in open or closed session, discussed the Easement agreement with the Inner Arbor Corporation	7/24/2014	President's Office/ General Counsel	8/24/2014	8/21/2014
17	15	Russ Swatek	Please send him all Quarterly Reports and Annual Reports from the Inner Arbor Trust and put him on the distribution list for all such future reports.	8/19/2014	President's Office/ Finance	9/19/2014	9/12/2014
18	16a	Russ Swatek	Please provide the process by which CA determines what entities receive grants from CA and the amount to be granted.	8/21/2014	Life Services (Michelle Miller)	9/21/2014	9/15/2014

Board Request Tracking Log
 FY 15
 As of May 7, 2015

	A	B	C	D	E	F	G
1	<u>Number</u>	<u>Originator</u>	<u>Issue/Task Description</u>	<u>Origination Date</u>	<u>Assigned To (Department)</u>	<u>Due Date</u>	<u>Closed Date</u>
19	16b	Russ Swatek	Please provide a list of the entities that received grants from CA and the amount of each for FY 2013 and FY 2014.	8/21/2014	Life Services (Michelle Miller)	9/21/2014	9/15/2014
20	16c	Russ Swatek	Please provide a list of the entities that are anticipated to have received or will receive grants from CA and the amounts for FY 2015 and FY 2016.	8/21/2014	Life Services (Michelle Miller)	9/21/2014	9/15/2014
21	17	Michael Cornell	Requested an overview of if and how CA uses pesticides especially neonicotonoids.	9/22/2014	Community Building and Open Space	10/22/2014	10/21/2014
22	18	Alan Klein	Include Inner Arbor reports in each month's President's Report, as required.	9/11/2014	President's Office	On-going	On-going
23	19	Michael Cornell	Include the subject of a living wage in the kick-off meeting with the consultants conducting the benefits study	10/23/2014	Human Resources	12/31/2014	11/20/2014
24	20	Michael Cornell	Questions about pay increases, diversity in hiring for Haven on the Lake, funds for research/engineering studies for capital projects	10/30/2014	Human Resources/CFO's Office	12/15/2014	12/19/2014
25	21	Alan Klein	Legal Opinion re: request to post Team Member Handbook on the website	11/1/2014	General Counsel	12/1/2014	11/24/2014

Board Request Tracking Log
 FY 15
 As of May 7, 2015

	A	B	C	D	E	F	G
1	<u>Number</u>	<u>Originator</u>	<u>Issue/Task Description</u>	<u>Origination Date</u>	<u>Assigned To (Department)</u>	<u>Due Date</u>	<u>Closed Date</u>
26	22	Gregg Schwind/ Reg Avery	Question about indemnification and insurance requirements for organizations such as PTA renting CA's sports facilities	1/20/2015	General Counsel	2/20/2015	1/29/2015
27	23	Gregg Schwind	Please provide a list of all "rates and fees" that CA charges people in connection with our memberships and/or the use of our facilities, but only to the extent that the rates and fees are not on the budget document "Proposed Rates" that the Board approved on February 12. "Rates and fees" includes any and all charges for any purpose, with the exception of merchandise. Please include the name, amount and a brief description of each rate or fee.	3/10/2015	CEO/CFO/ Communications & Marketing & Haven on the Lake	5/15/2015	
28	24	Nancy McCord	How much money does SplashDown make or lose each year?	3/20/2015	Sport & Fitness/CFO	4/20/2015	4/9/2015 - CA BOD voted to replace SplashDown

Resident Request Tracking Log
 FY 15
 As of May 7, 2015

	<u>Number</u>	<u>Originator</u>	<u>Issue/Task Description</u>	<u>Origination Date</u>	<u>Assigned To (Department)</u>	<u>Due Date</u>	<u>Closed Date</u>
	1	Ed Coleman	Information on ERC meetings held outside of the regular meetings schedule, including when the meetings were held, who participated, where they occurred, and what was on the agendas.	5/23/2014	Chief Staff Liaison- ERC	6/30/2014	6/23/2014
	2a	Joel Hurewitz	Please provide the dates during which the following were the resident agents of the Columbia Association: Padraic M. Kennedy, Corporation Trust Incorporated, and Shelby A. Tucker King.	6/11/2014	General Counsel	7/11/2014	7/11/2014
	2b	Joel Hurewitz	Please also provide the names and addresses, and associated dates during which any other persons or businesses served as resident agent since April 15, 1991.	6/11/2014	General Counsel	7/11/2014	7/11/2014
	3	Alan Klein (on behalf of a resident)	Issues and questions regarding how the Columbia Association and the Inner Arbor Trust have handled the redevelopment of Symphony Woods Park	7/10/2014	President's Office/ General Counsel	9/10/2014	9/3/2014
	4	Tom Coale	Appropriate documentation needed for foster children to be included in a "family plan" membership	8/8/2014	Membership Services	9/12/2014	8/14/2014

Resident Request Tracking Log
 FY 15
 As of May 7, 2015

	<u>Number</u>	<u>Originator</u>	<u>Issue/Task Description</u>	<u>Origination Date</u>	<u>Assigned To (Department)</u>	<u>Due Date</u>	<u>Closed Date</u>
7	5	Paul Verchinski	Would like a copy of the Architectural Resource Committee annual report	9/17/2014	Life Services Bureau	10/17/2014	10/14/2014
8	6	Joel Hurewitz	Please provide a copy of the Attorney General Opinion from 2008 re: the "leave, sell or donate" language of the CA Charter in FIFTH (3).	1/13/2015	General Counsel	2/13/2015	2/2/2015
9	7	Joel Hurewitz	Does the Board ever pass resolutions or has the Board in the past given any approval regarding the sale of investments including, but not limited to, U.S. Government mortgage bonds and treasuries or the sale or donation of any equipment?	1/16/2015	CFO's Office	5/29/2015	
10	8	Joel Hurewitz	When did the CA Board approve the language in the Inner Arbor Declaration of Restrictive Covenants and Easement Agreement?	2/23/2015	General Counsel	4/15/2015	4/14/2015
11	9						
12	10						
13	11						
14	12						
15	13						
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19	17						
20	18						