

**Minutes of the
BOARD OF DIRECTORS MEETING
Held: April 28, 2016**

Approved: May 26, 2016

A meeting of the Columbia Association Board of Directors was held on Thursday, April 28, 2016 at Columbia Association headquarters. Present were Chairman Andrew Stack and members Brian Dunn, Janet Evans, Alan Klein, Nancy McCord, and Chao Wu. Also present was CA President/CEO Milton Matthews.

1. Call to Order: The Board of Directors Meeting was called to order at 7:01 p.m. by the Chairman, Andrew Stack.

2. Vote to Hold a Closed Meeting of the CA Board of Directors

Action: Mr. Dunn moved to hold a closed meeting of the CA Board of Directors. Mr. Wu seconded the motion, which passed unanimously. Vote: 6-0-0

For: Messrs. Dunn, Klein, Stack, and Wu; and Mses. Evans and McCord

Against: None

Abstain: None

3. Closed Meeting of the CA Board of Directors

Present when the open meeting reconvened at 8:12 p.m. were Chairman Andrew Stack and members Reg Avery, Dick Boulton (via phone), Brian Dunn, Janet Evans, Jeanne Ketley, Alan Klein, Nancy McCord, and Chao Wu. Also present were CA President/CEO Milton W. Matthews, Vice President and Chief Financial Officer Susan Krabbe, and General Counsel Sheri Fanaroff.

4. Announcement of Closed/Special Meetings Held/To Be Held:

The **Risk Management Committee** held a closed meeting at Columbia Association headquarters on March 24, 2016. Members present were Reg Avery, Janet Evans, Milton W. Matthews, and Gregg Schwind. General Counsel Sheri Fanaroff also attended. The vote to close the meeting was 4-0-0.

For: Messrs. Avery, Matthews, and Schwind; and Ms. Evans

Against: None

Abstain: None

The closed meeting was authorized under the Maryland Homeowners Act, Md. Code, Real Property §11B-111 (4)(i) discussion of matters pertaining to employees and personnel; (4)(iv) consultation with staff personnel, consultants, attorneys, board members or other persons in connection with pending or potential litigation or other legal matters, and (4)(vi), consideration of the terms or conditions of a business transaction in the negotiation stage if the disclosure could adversely affect the economic interests of the homeowners association. The meeting was closed from 7:10 p.m. until 7:30 p.m.

The **Architectural Resource Committee** held a closed meeting at Columbia Association headquarters on April 11, 2016. Members present were Jane Dembner, Craig Garrison, Michael Shaw, and Debbie Nix. Also present were Ingrid Hatz, Eva Lambright, Laura Parrish, Sandy Cederbaum, Maryann Cohea, Pat Loeber, Carl McKinney, Karen Turcan, Dale Wasmus, and Sheri Fanaroff. The vote to close the meeting was 4-0-0.

For: Messrs. Garrison and Shaw; and Mses. Dembner and Nix

Against: None

Abstain: None

The closed meeting was authorized under the Maryland Homeowners Act, Md. Code, Real Property §11B-111 (4)(iv) consultation with staff personnel, consultants, attorneys, or other persons in connection with pending or potential litigation. The meeting was closed from 1:11 p.m. until 1:30 p.m.

The **CA Board of Directors** held a closed meeting at Columbia Association headquarters on April 28, 2016. Members present were Reg Avery (arrived at 7:05 p.m.), Brian Dunn, Janet Evans, Jeanne Ketley (arrived at 7:06 p.m.), Alan Klein, Milton W. Matthews, Nancy McCord, Andrew Stack, and Chao Wu. The vote to close the meeting was 6-0-0.

For: Messrs. Dunn, Klein, Stack, and Wu; and Meses. Evans and McCord
Against: None
Abstain: None

The closed meeting was authorized under the Maryland Homeowners Act, Md. Code, Real Property §11B-111 (4)(i) discussion of matters pertaining to employees and personnel; (4)(iii) consultation with legal counsel on legal matters; and (4)(v) investigative proceedings concerning possible or actual criminal misconduct. The meeting was closed from 7:03 p.m. until 8:09 p.m.

5. Approval of Agenda for Open Board of Directors Meeting:

Due to the time difference between the United States and France, Mr. Boulton, who was calling from Paris, requested items 11(b)4 and 12(a) be moved higher on the agenda. Mr. Stack agreed to let item 11(b)4 precede item 11(b)1 and to interrupt the new sequence in item 11 to discuss item 12(a).

Action: Ms. McCord moved to approve the amended agenda. Mr. Wu seconded the motion, which passed unanimously.

6. Disclosure of Conflicts of Interest: None

7. Resident Speakout:

(a) Lanny Hartman, Owen Brown, spoke about electric vehicle charging signs.

(Mr. Schwind arrived at 8:22 p.m.)

8. Approval of Minutes of March 24, 2016

Mr. Klein noted that the Maryland Homeowners Act requires the purpose of closed meetings be more defined than the criteria under which the meetings are closed. Mr. Stack noted Mr. Klein's concern.

Action: Mr. Avery moved that the minutes of March 24, 2016 be approved as presented. Ms. McCord seconded the motion, which passed unanimously.

9. Chairman's Remarks: Mr. Stack announced the following upcoming events:

- May 5: Dr. Freeman Hrabowski, UMBC, will speak on "Diversity Matters: Building on Columbia's History as an Inclusive Community," as part of CA's Community Building Speakers Series

- May 9: New Board Member Orientation at 7:30 p.m. at CA

- May 12: Organizational Meetings of the Members of CA, Board of Directors, and Columbia Council at 7:30 p.m. at CA

Mr. Stack thanked members of the FY 16 Board of Directors for their work during the fiscal year, commended Ms. Ketley for her service as Board co-chair for the first six months of FY 16, and thanked President/CEO Milton W. Matthews and CA staff for their help in FY 16.

10. Reports Submitted

(a) **President's Report:** Mr. Matthews responded to several questions regarding the dashboard materials in the April President's Report. Staff will provide a corrected page 4 of the dashboard which will include 2016 Q1 data.

(b) Financial Reports – None

(c) Other Reports

1. Report from the CA Representatives to the Inner Arbor Trust Board of Directors
Mr. Boulton suggested that the Boards of Directors of the Inner Arbor Trust and Columbia Association meet after the FY 17 CA Board is seated. He also noted the color scheme for the Chrysalis has not been finalized. Mr. Schwind added that the next meeting of the Inner Arbor Trust Board of Directors is Tuesday, May 24, 2016.

2. End-of-Year Reports
External Relations Committee
 - (a) Revise Item 3 under “Accomplishments” to read “Hosted four Stakeholder Dinners, *representing diverse stakeholders groups, as follows:* 1) Howard County State Delegation. . .”
 - (b) Note as part of Item 1 under “Standing Agenda Items & Agenda Items Initiated in FY 2016 but not yet fully addressed” that the carillon bells have been connected to the Columbia 50th Birthday Celebration.

11. Board Action

(a) Consent Agenda

1. Approval of the Board Operations Committee’s Recommendation regarding the Release/Non-Release of Closed Meeting Minutes
Mr. Klein did not consent to this action. After discussion, this item was moved to the Board Votes section of the meeting agenda.

2. Approval of Appointments to the Architectural Resource Committee-FY 17
Hearing no objection, the appointments were approved.

(b) Board Votes

1. Approval of the Board Operations Committee’s Recommendation regarding the Release/Non-Release of Closed Meeting Minutes
Action: The Board chair called the question. The vote to approve was 7-2-1.
For: Messrs. Avery, Dunn, Schwind, and Stack; and Meses. Evans, Ketley, and McCord
Against: Messrs. Boulton and Klein
Abstain: Mr. Wu

2. Approval of Proposed Guidance to the CA Representatives on the Inner Arbor Trust Board of Directors
Action: There was no discussion and the chairman called for a vote. The vote to approve was 9-1-0.
For: Messrs. Avery, Boulton, Klein, Schwind, Stack, and Wu; and Meses. Evans, Ketley, and McCord
Against: Mr. Dunn
Abstain: None

12. Board Discussion

(a) Proposed Ethics and Conflicts of Interest Policies for Board Members

Mr. Boulton summarized the differences between his proposed documents and the policies revised by counsel. He felt his documents met federal and state requirements, were easier to understand, and were specific to board members. Discussion centered on the adequacy of Mr. Boulton’s proposed policies and the application of the Board’s three-reading rule to the Board’s consideration of Mr. Boulton’s proposed documents. Mr. Klein moved that the Board adopt Mr. Boulton’s documents, but was reminded that the item was on the agenda for discussion only. Ms. Fanaroff noted that there had not yet been a discussion of the revised ethics and conflicts of interest policies drafted by counsel, but

there were discussions of previous proposed documents prepared by Mr. Boulton. There were no additional comments and the discussion ended.

(Mr. Boulton ended his phone call to the meeting.)

11. Board Action (cont'd)

(b) Board Votes (cont'd)

3. Approval of Rates/Pricing for Proposed New Membership Structures

The Board reviewed and discussed a Recreation Plus membership and a Senior Aqua Pass program. Both are for individuals age 65 or older and are intended to provide access to the Athletic Club Pool and the Columbia Gym pool, as well as the outdoor pools and the Swim Center. Discussion centered on pricing, access, profit and loss issues, and concern regarding offering special membership options to a certain segment of the population.

Action: Ms. Evans moved that the Board approve the proposed new membership structures, subject to two conditions: (1) the Board has not yet made a decision on the Recreation Plus membership and Senior Aqua Pass program and (2) the Board has not yet made a decision on pricing. These two items will be taken up at the next meeting. Mr. Dunn seconded the motion, which passed unanimously.

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

Against: None

Abstain: None

4. Approval of the Proposed New Board Committee Structure

The Chair called the question. The vote to approve was unanimous.

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

13. For Your Information

Mr. Stack thanked Mr. Matthews for sharing the Downtown Columbia Arts and Culture Commission Annual Report for 2015-2016.

14. Tracking Forms

(a) Tracking Form for Board Requests

(b) Tracking Form for Resident Requests

15. Talking Points: Executive Assistant Janet F. Loughran read the Talking Points.

16. Adjournment: The meeting was adjourned at 10:08 p.m.

Respectfully submitted,

Janet F. Loughran
Executive Assistant to the President/CEO