

**Minutes of the
BOARD OF DIRECTORS MEETING
Held: May 12, 2016**

Approved: May 26, 2016

A meeting of the Columbia Association Board of Directors was held on Thursday, May 12, 2016 at Columbia Association Headquarters. Present were members Reg Avery, Dick Boulton, Brian Dunn, Lin Eagan, Janet Evans, Alan Klein, Nancy McCord, Gregg Schwind, Andrew Stack, and Chao Wu (arrived at 7:50 p.m.). Also present were CA President/CEO Milton Matthews, General Counsel Sheri Fanaroff, and Executive Assistant Janet Loughran.

1. Call to Order: The Board of Directors Meeting was called to order at 7:35 p.m. by CA Board Chair Andrew Stack.

2. Approval of Agenda:

Action: Ms. McCord moved to approve the agenda; Mr. Avery seconded the motion, which was approved unanimously. Vote: 9-0-0.

3. Resident Speakout:

(a) JD Smith, Owen Brown, spoke about CA being a gatekeeper regarding the Final Development Plan process.

(b) Brian England, Hickory Ridge, spoke about CA being a gatekeeper regarding the Final Development Plan process.

(c) Chris Alleva spoke about zoning decision processes regarding commercial property outside of Columbia's downtown and villages.

Mr. Wu arrived at 7:50 p.m.

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

Messrs. Boulton and Stack submitted their candidacies for Board Chair prior to the meeting. Mr. Boulton withdrew his candidacy at the meeting, gave support to Mr. Stack, and nominated himself to be vice chair. Unopposed, Mr. Stack became chair of the Board of Directors.

Ms. McCord nominated herself as vice chair. Mr. Dunn seconded the nomination. After Ms. McCord and Mr. Boulton spoke about their qualifications, Board members voted via ballot for the candidate of his/her choice. Mr. Boulton was elected vice chair of the Board of Directors.

5. Appointments to Committees

Audit Committee: Ms. McCord, Mr. Avery and Ms. Evans nominated themselves for three open positions on the Audit Committee. There were no other nominees, and all three were appointed.

Risk Management: Messrs. Schwind, Dunn and Wu nominated themselves for the three open positions on the Risk Management Committee. There were no other nominees, and all three and were appointed.

Board Operations Committee: After members suggested various ways to select the order in which the remaining eight Board members (in addition to the chair and CEO) would rotate service on the Board Operations Committee (BOC), Mr. Matthews suggested drawing numbers for the first eight meetings. Members for the remaining two BOC meetings will be selected later in the year. Following is the rotation schedule for the first eight BOC meetings:

Meetings 1 and 2: Janet Evans and Chao Wu
Meetings 3 and 4: Brian Dunn and Nancy McCord
Meetings 5 and 6: Alan Klein and Reg Avery
Meetings 7 and 8: Gregg Schwind and Lin Eagan

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

Mr. Schwind, Mr. Wu, and Ms. Eagan nominated themselves to fill the two positions to serve as CA representatives to the Inner Arbor Trust Board of Directors. Board members voted via ballot for the candidate(s) of his/her choice and Mr. Schwind and Ms. Eagan were selected.

While votes were being counted, Mr. Stack noted the following upcoming events:

May 20: Board staff dinner
May 26: Board meeting

7. Election of Officers of Columbia Association

Action: Mr. Dunn moved that the slate of officers be appointed as presented. Ms. McCord seconded the motion, which passed unanimously. Vote: 10-0-0. The officers are:

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|--------------------|---------------------|
| Milton Matthews | President/CEO |
| Susan Krabbe | Vice President |
| Sheri Fanaroff | Secretary |
| Don Van Deusen | Assistant Secretary |
| Mary Lynn Schwartz | Treasurer |

8. Approval of BOD Meeting Dates in FY 2017

Board members discussed the pros and cons of adjourning most Board meetings at 10 p.m. and of having additional meetings during the year.

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

9. Adjournment: The meeting was adjourned at 8:45 p.m.

Respectfully submitted,

Valerie Montague
Recording Secretary