

MINUTES  
BOARD OPERATIONS COMMITTEE MEETING  
HELD: OCTOBER 3, 2016

Approved October 31, 2016

The regular meeting of the Board Operations Committee was held on Monday, October 3, 2016 at Columbia Association headquarters. Present were BOC members Andrew Stack, Milton W. Matthews, Nancy McCord, and Brian Dunn (arrived at 7:34). Also present were Vice President and CFO Susan Krabbe, General Counsel Sheri Fanaroff, and Chief Staff Liaison Janet Loughran.

**1. Call to Order**

The meeting was called to order at 7:30 p.m. by the Chairman, Andrew Stack

**2. Announcement of Closed/Special meetings Held/To Be Held: None**

**3. Approval of Agenda**

Ms. McCord moved to approve the agenda. Mr. Stack seconded the motion. The motion was approved unanimously.

**4. Resident Speakout: No residents were present.**

**5. Approval of Minutes -Monday, August 29, 2016**

Ms. McCord moved to approve the minutes of the August 29, 2016 meeting. Mr. Stack seconded the motion. The vote to approve the minutes was 3-0-1.

For: Messrs. Stack, Dunn and Ms. McCord

Against: None

Abstain: Mr. Matthews

**6. Administrative Items**

**(a) Planning for the President/CEO's Mid-Year Review**

Mr. Stack proposed that a closed meeting be held on November 17, 2016 to hold the President/CEO's mid-year review. Mr. Matthews will send a report to the Board members prior to the meeting, and Board members are welcome to send their comments to Mr. Stack.

**Action:** Hearing no objection, the BOC agreed to hold the closed special meeting on November 17, 2016.

**(b) Review Ethics, Conflicts of interest and Whistleblower Policies**

**(1) Code of Business Conduct and Ethics** - Mr. Stack stated that no comments were received from Board members on the first three policies. Mr. Stack proposed amending the Ethics policy by adding an executive summary to the beginning.

**Action:** Ms. McCord moved to approve the proposed Code of Business Conduct and Ethics Policy with the new executive summary and send it to the Board of Directors for discussion. Mr. Dunn seconded the motion. The BOC approved the motion unanimously.

**(2) Conflicts of Interest Policy**

The BOC did not make any changes to the policy.

**Action:** Ms. McCord moved to approve the proposed Conflicts of Interest Policy and to send it to the Board of Directors for further discussion. Mr. Stack seconded the motion. The BOC approved the motion unanimously.

In response to an inquiry from Mr. Matthews, Ms. Fanaroff stated Mr. Dunn did not have to abstain from voting on the Code of Business Conduct and Ethics, Conflicts of Interest, and Whistleblower policies.

**(3) Whistleblower Policy**

The BOC did not make any changes to the policy.

**Action:** Ms. McCord moved to approve the proposed Whistleblower Policy and send it to the Board of Directors for further discussion. Mr. Dunn seconded the motion. The BOC approved the motion unanimously.

**(4) Code of Business Conduct and Ethics, Conflicts of Interest Policy Special Requirement for Members of the Board of Directors.**

Mr. Stack said that Mr. Klein submitted some suggested changes to the proposed policy, which Ms. Fanaroff incorporated into the draft. The changes are shown in red. Mr. Stack also wrote an executive summary to be attached to the draft.

**Action:** Ms. McCord moved to approve the amended Code of Business Conduct and Ethics, Conflicts of Interest Policy Special Requirement for Members of the Board of Directors, including the executive summary, and send it to the Board of Directors for further discussion. Mr. Matthews seconded the motion.

The vote to approve the motion was 3-0-1.

For: Messrs. Stack, Matthews and Ms. McCord

Against: None

Abstain: Mr. Dunn

**7. Finalize Proposed Agendas for upcoming Board of Directors Work Session and Meeting**

**(a) Review of Proposed Draft- October 13, 2016 Board Work Session**

The BOC discussed the draft agenda for the October 13, 2016 Board Work Session and noted the time allocations for items 6(a), CA Board hosts public hearing for additions/deletions to the Conditional FY 2018 Budget; 6(b), Advisory Committees; and 6(c), Overview of the Administrative Services Department are listed as tentative and may change depending on how much time is used for the public budget hearing.

**Action:** Mr. Dunn moved that agenda for the October 13, 2016 Board Work Session be approved. Mrs. McCord seconded. The BOC voted unanimously to approve the October 13, 2016 Board Work Session agenda.

**(b) Review of Proposed Draft- October 27, 2016 Board Meeting**

The BOC discussed the draft agenda for the October 27, 2016 meeting and moved item (9), Possible Presentation on Downtown Columbia, higher on the agenda, between current items (5) Resident Speakout and (6) Approval of Minutes – September 22, 2016.

**Action:** The BOC unanimously agreed to approve the amended October 27, 2016 Board Meeting agenda.

**8. Review BOC Tracking Form:** The BOC reviewed the Tracking Form.

**9. Review Log of Items for Upcoming BOD Work Sessions and Meetings:** The log was reviewed.

**10. Talking Points:** The Talking Points were read by Recording Secretary Fenise Dunson.

**11. Adjournment:** The meeting adjourned at 7:52p.m.

Respectfully submitted,

Fenise Dunson  
Recording Secretary