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DRAFT
Minutes of the
BOARD OF DIRECTORS MEETING
Held: December 8, 2016

To be approved: January 26, 2017

9 A meeting of the Columbia Association Board of Directors was held on Thursday, December 8, 2016, at
10 Columbia Association headquarters. Present were Chairman Andrew Stack and members Reg Avery, Dick
11 Boulton, Brian Dunn, Lin Eagan, Janet Evans, Alan Klein, Milton W. Matthews, Nancy McCord, Gregg
12 Schwind, and Chao Wu. Also present were Vice President/CFO Susan Krabbe and General Counsel Sheri
13 Fanaroff.

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15 **1. Call to Order:** The Board of Directors Meeting was called to order at 10:10 p.m. by Chairman Andrew
16 Stack.

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18 **2. Announcement of Closed/Special Meetings –**

19
20 The **Architectural Resource Committee** held a closed meeting at Columbia Association headquarters on
21 November 14, 2016 to discuss covenant cases. Members present were: Gordon MacPhee, Sheri Fanaroff, Scott
22 Templin, Eva Lambright and Gracie Bradford. Also present were: Maryann Cohea, Deb Bach, Bob Bellamy,
23 Kristina Strakna, Susan Sloan, Carole MacPhee and Carl McKinney.

24 The vote to close the meeting was 4-0-0.

25 For: Mses. Fanaroff and Bradford; Messrs. Templin and MacPhee

26 Against: None

27 Abstain: None

28
29 The closed meeting was authorized under the Maryland Homeowners Act, Md. Code, Real Property §11B-111
30 (4)(iv) consultation with staff personnel, consultants, attorneys, board members or other persons in connection
31 with pending or potential litigation or other legal matters. The meeting was closed from 1:03 p.m. until 2:15
32 p.m.

33
34 The **Board of Directors** held a closed meeting at the Columbia Association headquarters on November 28,
35 2016 to discuss the mid-term evaluation of the President/CEO. Members present were: Reg Avery, Dick
36 Boulton, Brian Dunn, Lin Eagan, Janet Evans, Alan Klein Nancy McCord, Gregg Schwind (arrived at 8:52
37 p.m.), Andy Stack, Chao Wu and CA President Milton Matthews. The vote to close the meeting was 8-1-0.

38 For: Messrs. Stack, Avery, Boulton, Dunn, Wu, and Mses. Eagan, Evans and McCord.

39 Against: Mr. Klein

40 Abstain: none

41
42 The closed meeting was authorized under the Maryland Homeowners Act, Md. Code, Real Property §11B-111
43 (4)(i) Discussion of matters pertaining to employees and personnel. The meeting was closed from 8:40 p.m.
44 until 9:30 p.m.

45
46 The **Audit Committee** held a closed meeting on December 5, 2016 to review internal audit reports and consult
47 with staff on legal matters. Members present were Edward Berman, Janet Evans, Nancy McCord and James
48 Young. The vote to close the meeting was 4-0-0.

49 For: Mses. Evans and McCord and Messrs. Berman and Young

50 Against: none

51 Abstain: none

52 The closed meeting was authorized under the Maryland Homeowners Act, Md. Code, Real Property §11B-111
53 (4)(i) Discussion of matters pertaining to employees and personnel, and (4)(iv) Consultation with staff
54 personnel, consultants, attorneys, board members, or other persons in connection with pending or potential
55 litigation or other legal matters. The meeting was closed from 8:09 p.m. until 9:21 p.m.
56

57 The **Board of Directors** held a closed meeting on December 8 to discuss a potential legal matter. Members
58 present were: Reg Avery (arrived at 7:10 p.m.), Dick Boulton, Brian Dunn, Lin Eagan, Janet Evans (arrived at
59 7:03), Alan Klein, Nancy McCord, Gregg Schwind (arrived at 7:15 p.m.), Andy Stack, Chao Wu and Milton
60 Matthews. Also present were CA Vice President/CFO Susan Krabbe, CA General Counsel Sheri Fanaroff, and
61 Director of Internal Audit Jackie Tuma. The vote to close the meeting was unanimous: 10-0-0, having been
62 approved at a closed Board meeting on November 28.
63

64 The closed meeting was authorized under the Maryland Homeowners Act, Md. Code, Real Property §11B-111
65 (4)(iv) Consultation with staff personnel, consultants, attorneys, board members, or other persons in connection
66 with pending or potential litigation or other legal matters. The meeting was closed from 7:00 p.m. p.m. until
67 7:29 p.m.
68

69 **3. Approval of Agenda**

70 **Action:** Mr. Stack suggested that the agenda be amended to remove Item 7(b)(2): Board vote on Code of
71 Business Conduct and Ethics Policy; Conflicts of Interest Policy; Whistleblower Policy; Code of Business
72 Conduct and Ethics; Conflicts of Interest Policy Special Requirements for Members of the Board of
73 Directors. Ms. McCord moved to approve the agenda as amended. Mr. Wu seconded the motion, which
74 passed unanimously.
75

76 **4. Disclosure of Conflict of Interest:** none

77 **5. Approval of Minutes of October 27, 2016**

78 **Action:** Ms. McCord moved that the minutes of October 27, 2016 be accepted as presented. Mr. Schwind
79 seconded the motion, which passed. Vote: 9-0-1.

80 For: Messrs. Boulton, Dunn, Klein, Schwind, Stack and Wu; and Mmes. Evans, Eagan and
81 McCord

82 Against: none

83 Abstain: Mr. Avery
84
85

86 **Approval of Minutes of November 10, 2016:** Postponed

87 **6. Reports Submitted**

88 (a) President's Report – "The Year in Review" – Follow-up questions from the BOD

89 In response to questions from Board members, Mr. Matthews and staff said:

90 - CA does not specifically publicize grant funds it receives nor make special notations about them in its
91 financial reports.

92 - "Digital Signage" installation occurred inside of facilities only, not outdoors.

93 (b) Financial Reports

94 1. FY 17 2nd Quarter Financial Report

95 Ms. McCord said auditors praised Ms. Krabbe and Ms. Tuma for running the finance department well.

96 She also said the Audit committee recommends that the Board approve the Second Quarter FY 2017
97 Financial Report.
98

99 (c) Other Reports

100 1. Report from the CA Representative to the Inner Arbor Trust Board of Directors

101 There were no comments on the report, which was submitted in writing.
102
103

104 **7. Board Action**

105 (a) Consent Agenda – none

106 (b) Board Votes

107 1. Letter to the State Delegation re: Sound at Merriweather Post

108 The Board made several changes to the draft letter to the state delegation.

109 **Action:** Ms. McCord moved to make the following changes to Paragraph 3: Change the first word on
110 line 2 to “had.” Change the end of the last sentence of the paragraph to read: “... Merriweather
111 events have been disturbing the quiet enjoyment of surrounding properties more frequently, we
112 do not believe it is acceptable to wait until there are more complaints before this matter is
113 looked at and resolved in a more meaningful manner for all residents.” Ms. Evans seconded the
114 motion, which passed unanimously.

115 **Action:** Ms. Evans moved to include language specifying that Merriweather must reduce noise levels
116 for the 2017 concert season and that the sound levels one-quarter mile from the stage should be
117 such as to allow people to enjoy their property. Mr. Avery seconded the motion. Ms. Evans
118 accepted a change to her motion, proposed by Mr. Klein, to revise Paragraph 5 of the letter to
119 delete “appropriate next steps, including the possibility of” so that the sentence reads: “As
120 CA’s Board of Directors, we ask that you, as members of the state delegation representing
121 Howard County in the General Assembly, initiate legislation to address acceptable noise levels
122 for all events at Merriweather, at the earliest possible date.” The motion passed. Vote: 8-2-0
123 For: Messrs. Avery, Boulton, Klein, Schwind, and Wu; and Mmes. Evans, Eagan and
124 McCord

125 Against: Messrs. Dunn and Stack

126 Abstain: none

127 **Action:** Mr. Klein moved to delete the first sentence in Paragraph 5 and the word “However” at the
128 beginning of the second sentence. Ms. Evans seconded the motion, which passed. Vote: 9-1-0
129 For: Messrs. Avery, Boulton, Klein, Schwind, Stack and Wu; and Mmes. Eagan, Evans
130 and McCord

131 Against: Mr. Dunn

132 Abstain: none

133
134 **Action:** Mr. Boulton moved to replace Paragraphs 1-3 with text he had previously sent to Board
135 members. Mr. Klein seconded the motion, which failed. Vote: 1-6-3

136 For: Mr. Boulton

137 Against: Messrs. Avery, Dunn, Stack, and Schwind; and Mmes., Eagan and McCord

138 Abstain: Ms. Evans and Messrs. Klein and Wu

139
140 The Board voted to approve the amended letter. Vote: 8-2-0

141 For: Messrs. Avery, Boulton, Klein, Schwind and Wu; and Mmes. Eagan, Evans and McCord

142 Against: Messrs. Dunn and Stack

143 Abstain: none

144
145 2. Amendments to the Code of Business Conduct and Ethics Policy; Conflicts of Interest Policy; and
146 Whistleblower Policy; Code of Business Conduct and Ethics; Conflicts of Interest Policy Special
147 Requirements for Members of the Board of Directors-POSTPONED

148 3. 50th Birthday Temporary Bell Tree Option

149 **Action:** Mr. Klein moved to approve the use of \$165,000 for a temporary bell tree at the Lakefront.
150 Mr. Wu seconded the motion, which passed. Vote: 8-2-0

151 For: Messrs. Avery, Dunn, Klein, Schwind, Stack and Wu; and Mmes., Eagan and McCord

152 Against: Mr. Boulton and Ms. Evans

153 Abstain: none

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156 4. 50th Birthday Temporary Bell Tower Option – Purchasing Exception

157 **Action:** Mr. Klein moved to approve a purchasing exemption to allow CA to contract with the Verdin
158 Company to refurbish and install bells into a temporary tower. Mr. Dunn seconded the motion, which
159 passed. Vote: 8-1-1

160 For: Messrs. Avery, Dunn, Klein, Schwind, Stack and Wu; and Mmes. Eagan and
161 McCord

162 Against: Mr. Boulton

163 Abstain: Ms. Evans

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165 **8. Tracking Forms**

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167 **9. Talking Points** Recording Secretary Valerie Montague read the Talking Points.

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169 **10. Adjournment:** The meeting was adjourned at 11:10 p.m.

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172 Respectfully submitted,

173

174 Valerie Montague

175 Recording Secretary