

**Minutes of the
BOARD OF DIRECTORS MEETING
Held: March 23, 2017**

Approved: April 27, 2017

A meeting of the Columbia Association Board of Directors was held on Thursday, March 23, 2017 at Columbia Association headquarters. Present were Chairman Andrew Stack and members Reg Avery, Dick Boulton, Brian Dunn, Lin Eagan (arrived at 9:12 p.m.), Janet Evans, Alan Klein, Milton W. Matthews, Nancy McCord, Gregg Schwind, and Chao Wu. Also present were Vice President/CFO Susan Krabbe and General Counsel Sheri Fanaroff.

1. Call to Order: The Board of Directors Meeting was called to order at 7:32 p.m. by Chairman Andrew Stack.

2. Announcement of Closed/Special Meetings:

The **Board of Directors** held a closed meeting on March 9, 2017 at Columbia Association headquarters. The Members present were Reg Avery, Lin Eagan, Janet Evans, Alan Klein, Milton Matthews, Nancy McCord, Gregg Schwind, and Andy Stack. The vote to close the meeting was 7-0-0.

The closed meeting was authorized under the Maryland Homeowners Act, Md. Code, Real Property §11B-111 (4)(iv) consultation with staff personnel, consultants, attorneys, board members or other persons in connection with pending or potential litigation. The meeting was closed from 7:05 p.m. until 7:23 p.m. to discuss a potential litigation issue.

The **Audit Committee** held a closed meeting on March 20, 2017 at Columbia Association headquarters. The Members present were Reg Avery, Janet Evans, Edward Berman, and Andy Stack. The vote to close the meeting was 4-0-0.

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, and 11B-111 (4)(iv) consultation with staff personnel, consultants, attorneys, board members or other persons in connection with pending or potential litigation. The meeting was closed from 8:35 p.m. until 9:33 p.m. to review internal audit reports and consultation with staff on legal matters.

3. Approval of Agenda

Action: Mr. Avery moved to approve the agenda as presented. Mr. Klein seconded the motion, which passed unanimously. Vote: 9-0-0.

4. Disclosure of Conflict of Interest: none

5. Resident Speakout

- a) Jing Tiam, River Hill, spoke about having regularly scheduled times for badminton in the adult arena at the Columbia Gym so that more people can play.
- b) David Li, River Hill, spoke about scheduling badminton in the adult arena at the Columbia Gym so that more people can play.
- c) Chris Alleva, Hickory Ridge, spoke about Zoning Regulation Amendment 177 and the nature of Columbia as a planned community.
- d) Brian England, Hickory Ridge, spoke about the effect of not enforcing covenants and regulations for the industrial parks and CA possibly taking on the enforcement role.
- e) Jervis Dorton, Oakland Mills, spoke about CA's possible role in comprehensive zoning planning.

- f) J.D. Smith, Howard County Citizens Association, spoke about the production of “Columbia at 50 – A Bridge to the Future,” a documentary that will explore Columbia’s history and future.
- g) Richard Krantz, Owen Brown, spoke about the possibility of CA sponsoring “Columbia at 50 – A Bridge to the Future,” the documentary he is creating that will explore Columbia’s history and its future.

6. Approval of Minutes of February 23, 2017

Action: Mr. Avery moved that the minutes of February 23, 2017 be accepted as presented. Mr. Klein seconded the motion, which passed. Vote: 8-0-1
 For: Messrs. Avery, Boulton, Klein, Schwind, Stack and Wu; and Mses. Evans and McCord
 Against: none
 Abstain: Mr. Dunn

Approval of Minutes of March 9, 2017

Action: Mr. Avery moved that the minutes of March 9, 2017 be accepted as presented. Mr. Klein seconded the motion, which passed. Vote: 8-0-1
 For: Messrs. Avery, Boulton, Klein, Schwind, Stack and Wu; and Mses. Evans and McCord
 Against: none
 Abstain: Mr. Dunn

7. Chairman’s Remarks

Mr. Stack noted the following upcoming events:
 April 3: BOC meeting with Alan Klein and Nancy McCord attending
 April 13: BOD work session
 April 27: BOD meeting
 March 22: Mr. Stack attended a meeting about the Oakland Mills Village Center feasibility study
 March 25: Community clean-up day in the villages
 March 28: Public meeting at Howard Community College about reviewing and revising the county’s zoning process

Mr. Stack said the stakeholders dinner that CA hosted for the executive committee of the Chamber of Commerce went well. He also thanked all those who played a role in the March 19 events at The Mall in Columbia to kick-off Columbia’s 50th Birthday celebration.

8. Reports Submitted

(a) President’s Report

Mr. Matthews applauded the Aquatics Division for receiving the “Silver International Aquatic Safety Award” for the sixth straight year from Jeff Ellis and Associates for consistently exceeding the firm’s criteria for aquatic safety certification. He also gave Board members copies of the Downtown Columbia Partnership’s annual report, and reported that the *Baltimore Business Journal* listed Columbia Association as the 97th largest private, non-government employer in the Baltimore area.

In response to questions from Board member, staff said:

- The number of CA lifeguards who speak Spanish or another language other than English is unknown. (Mr. Schwind asked that, when staff answers the question about lifeguards with foreign language skills, they also report on the marketing efforts CA makes to recruit lifeguards.)
- Ground was broken for the Long Reach Tennis Club in late February 2017 and the facility is scheduled to open in February 2018.
- Regarding Columbia’s 165 tot lots, CA’s emphasis is on maintaining them. However, CA will renovate or replace tot lots when necessary.

(b) Financial Reports

1. FY 17 3rd Quarter Financial Report

2. FY 17 3rd Quarter Financial Statements

Mr. Stack said the Audit Committee favorably reviewed the FY 17 3rd quarter financial report and statements. Mr. Schwind expressed concern about declining membership numbers.

(c) Other Reports

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

(Ms. Eagan provided a written report.)

2. Presentation: Howard County Land Development Regulations: Update and Timeline

Howard County Planning Director Valdis Lazdins described the process the department will use to review and revise zoning regulations. The process will begin March 28 with a community engagement phase with public meetings, surveys, social media, etc. That phase will last until approximately February or March 2018.

He said the county has hired Clarion Associates to conduct a technical evaluation and outline of their recommendations of how the county should proceed.

Mr. Dunn left at approximately 9:00 p.m.

Ms. Eagan arrived at 9:12 p.m.

9. Board Action

(a) Consent Agenda

1. Approval of Minutes of Closed CA Board meetings held on March 14, 2016; April 25, 2016; April 28, 2016; June 23, 2016; September 22, 2016; November 28, 2016; December 8, 2016; January 12, 2017; and March 9, 2017

The minutes of closed Board of Directors meetings held during March-April 2016 and June 2016-March 9, 2017 were approved by consent.

2. Approval of Wilde Lake representative on the Watershed Advisory Committee

Bess Caplan was approved by consent as the Wilde Lake representative on the Watershed Advisory Committee.

(b) Board Votes

1. Appoint External Auditors for the FY 17 Annual Audits of CA's Financial Statements and Incentive Savings Plan

Action: The Board voted to approve the appointment of CohnReznick to serve as external auditors for the FY 2017 financial statement audit and incentive savings plan audit. Vote: 7-0-0.

For: Messrs. Boulton, Schwind, Stack, and Wu; and Mses. Eagan, Evans and McCord

Against: none

Abstain: none

(Messrs. Avery and Klein were not in the room at the time of the vote.)

2. Minority Business Enterprise Policy – Sunset Provision

Action: Mr. Klein moved to extend CA's Minority Business Enterprise Policy for five years. Mr. Boulton seconded the motion, which passed. Vote: 8-1-0.

For: Messrs. Avery, Boulton, Klein, Stack, and Wu; and Mses. Eagan, Evans and McCord

Against: Mr. Schwind
Abstain: none

3. Howard County Easement Request – Intersection of Broken Land Parkway and Cradlerock Way
Action: Ms. McCord moved to grant the county’s request for an easement at the intersection of Broken Land Parkway and Cradlerock Way. Mr. Schwind seconded the motion, which passed. Vote: 9-0-0.

(c) Board Discussion

1. Board Strategic Issues for CY 2017

The Board discussed a list of 11 strategic issue ideas and decided to focus on three general topics:

- 1) CA’s influence on planning and development of Columbia, including commercial covenants, zoning changes, and redevelopment of village centers.
- 2) Improving outreach for youth and young adults.
- 3) Developing a long-range focus/plan for CA services.

CA staff will suggest specific strategies on which the Board can vote during the April BOD meeting.

The Board also discussed having the following items included in routine President’s Reports to the Board:

- 1) Information on how facility updates are going.
- 2) With schools starting after Labor Day, try to keep more outdoor pools open through August.

10. Tracking Forms

- (a) Tracking Form for Board Requests
- (b) Tracking Form for Resident Requests

11. Talking Points Recording Secretary Valerie Montague read the Talking Points.

12. Entertain a motion to hold a closed meeting of the CA Board of Directors

Mr. Avery moved that the Board hold a closed meeting. Mr. Klein seconded the motion, which passed. Vote: 9-0-0.

13. Adjournment: The open meeting was adjourned at 9:51 p.m.

Respectfully submitted,

Valerie Montague
Recording Secretary