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DRAFT
Minutes of the
BOARD OF DIRECTORS MEETING
Held: November 9, 2017

To be approved: December 14, 2017

19 A meeting of the Columbia Association Board of Directors was held on Thursday, November 9, 2017, at
20 Columbia Association headquarters. Present were Chairman Andy Stack and members Dick Boulton, Lin
21 Eagan, Janet Evans, Milton W. Matthews, Nancy McCord, Gregg Schwind, Ginny Thomas, and Shari Zaret.
22 Also present were CA Vice President/CFO Susan Krabbe and General Counsel Sheri Fanaroff.

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1. Call to Order: The Board of Directors Meeting was called to order at 10:04 p.m. by Chairman Andy Stack. Mr. Stack announced the directors and senior staff in attendance, reminded attendees that the meeting is being recorded and broadcast, and that members should remember CA's Five Civility Principles.

2. Announcement of Closed/Special Meetings:

The **Risk Management Committee** held a closed meeting on October 26, 2017. Members present were Richard Shaw, Shari Zaret, Milton W. Matthews, Susan Krabbe, and Chao Wu (arrived at 7:07 p.m.). The vote to close the meeting was 4-0-0.

For: Mses. Krabbe and Zaret and Messrs. Shaw and Matthews

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 or other legal matters. The meeting was closed from 7:04 p.m. until 7:28 p.m. to review the general liability program and discuss claims.

3. Approval of Agenda

Mr. Stack suggested placing Items 10, 11 and 12 after agenda Item 7a (Consent Agenda).

Action: Ms. Thomas moved to approve the agenda as amended. Ms. McCord seconded the motion, which passed unanimously. Vote: 8-0-0.

4. Disclosure of Conflict of Interest: none

5. Reports/Presentations

(a) Report from the CA Representatives to the Inner Arbor Trust Board of Directors

Ms. Eagan submitted a written report.

(b) Financial Reports – None

6. Board Discussion -- Assessment Share – Cap on Cash Reserves

The Board discussed the purpose of the villages' cash reserves, and what percentage the reserve cap should be. They discussed the Assessment Share Formula Work Team's recommendation that villages that will receive a smaller allocation of annual funds under the new formula should be permitted to retain FY17 cash above 15% to lessen the impact of the reduced funding.

Members also discussed advocating for their individual villages as opposed to advocating for CA as a whole.

49 **7. Board Action**

50 (a) Consent Agenda

51 1. **Approval of Minutes** of October 26, 2017

52 Mr. Boulton and Ms. Thomas questioned the tally of two votes taken during the meeting. Approval
53 of the minutes was tabled until the next meeting, so that the recording secretary can review the
54 videotape of the meeting.

55 **NOTE:** *The videotape of the meeting shows that the minutes of October 26, 2017 should be corrected*
56 *as follows:*

57 *Line 121: Correct the vote tally to read "Vote: 4-6-0."*

58 *Line 122: Add Mr. Boulton's name (he voted in favor of the motion).*

59 *Line 123: Remove Mr. Boulton's name from the list of members who voted against the motion.*

60 *(During the vote to make including \$530,000 in the budget proposal for a pathway in Merriweather*
61 *Park contingent on IAT providing a more sustainable plan for construction and maintenance, Ms.*
62 *Thomas did not raise her hand. When asked about her vote, she said, almost inaudibly, "I voted 'for'*
63 *at the last minute.")*

64

65 **10.** Entertain a motion to hold a closed meeting of the CA Board of Directors on November 27, 2017 following
66 adjournment of the Board Operations Committee meeting. The meeting would be held under Maryland
67 Homeowners Association Act Section 11B-111(4)(i), Discussion of matters pertaining to employees and
68 personnel. *(moved on the agenda)*

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70 **11.** Entertain a motion to hold a closed meeting of the CA Board of Directors on December 14, 2017 following
71 adjournment of the open meeting of the Board of Directors. The meeting would be held under Maryland
72 Homeowners Association Act Section 11B-111(4)(iii), Consultation with legal counsel on legal matters.
73 *(moved on the agenda)*

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75 **12.** Entertain a motion to hold a closed meeting of the CA Board of Directors on January 11, 2017 following
76 adjournment of the open meeting of the Board of Directors. The meeting would be held under Maryland
77 Homeowners Association Act Section 11B-111(4)(iii), Consultation with legal counsel on legal matters.
78 *(moved on the agenda)*

79 **Action:** Mr. Boulton moved that the Board hold closed meetings on November 27, December 14 and
80 January 11 as listed in agenda Items 10, 11, and 12. Ms. Evans seconded the motion, which passed
81 unanimously.

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83 **7.(b) Board Votes**

84 1. Assessment Share – Cap on Cash Reserves

85 **Action:** Ms. Thomas moved to accept the work group's recommendation that villages that will
86 receive a smaller allocation of annual funds under the new formula (Harper's Choice,
87 Oakland Mills, Owen Brown and Wilde Lake) be permitted to retain FY17 funds they
88 would have given to the contingency fund. Ms. Eagan seconded the motion, which passed.

89 Vote: 6-2-0

90 For: Messrs. Boulton, and Stack and Mses. Eagan, Evans, McCord and Thomas

91 Against: Ms. Zaret and Mr. Schwind

92 Abstain: none

93

94 **Action:** Mr. Stack moved to cap villages cash reserves at 20% and any money that would come
95 back to CA would instead be credited against the following year's allocation. Ms. McCord
96 seconded the motion, which passed. Vote: 4-3-1

97 For: Mses. Eagan, Thomas and Zaret and Mr. Stack

98 Against: Mses. Evans, McCord and Mr. Schwind

99 Abstain: Mr. Boulton

100 **8. Tracking Forms**

101 (a) Tracking Form for Board Requests

102 (b) Tracking Form for Resident Requests

103 **9. Talking Points:** Recording Secretary Valerie Montague read the Talking Points.

104 **13. Adjournment:** The meeting was adjourned at 10:59 p.m.

105

106 Respectfully submitted,

107

108 Valerie Montague

109 Recording Secretary