

**Minutes of the
BOARD OF DIRECTORS MEETING
Held: June 28, 2018**

Approved: July 26, 2018

A meeting of the Columbia Association Board of Directors was held on Thursday, June 28, 2018, at Columbia Association headquarters. Present were Chairman Andrew Stack and members Dick Boulton, Lin Eagan, Janet Evans, Alan Klein, Milton W. Matthews, Nancy McCord, Gregg Schwind (arrived at 7:40), Ginny Thomas, Chao Wu, and Shari Zaret. Also present was CA Vice President/CFO Susan Krabbe.

1. Call to Order: The Board of Directors Meeting was called to order at 7:30 p.m. by Chairman Andrew Stack. Mr. Stack announced the directors and senior staff in attendance, reminded attendees that the meeting is being recorded and broadcast, and read CA's Five Civility Principles.

2. Announcement of Closed/Special Meetings:

The Board of Directors held a closed meeting on May 24, 2018 at Columbia Association headquarters. Members present were Andrew Stack, Dick Boulton, Lin Eagan, Janet Evans, Alan Klein, Milton W. Matthews, Nancy McCord, Gregg Schwind, Ginny Thomas, Chao Wu, and Shari Zaret. The vote to close the meeting was 10-0-0.

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 or other legal matters. The meeting was closed from 9:05 p.m. until 10:30 p.m. to meet with legal counsel in regard to zoning/land use issues.

3. Approval of Agenda

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

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

4. Disclosure of Conflict of Interest: none

5. Resident Speakout:

a) Brian England, Hickory Ridge, spoke about covenant enforcement in commercial areas, such as East Guilford Industrial Park.

Ms. Eagan returned to the meeting at 7:35 p.m.

Mr. Schwind arrived at 7:40 p.m.

b) Christopher Alleva, Hickory Ridge, spoke about covenant enforcement in commercial areas.

c) Ginger Scott, Wilde Lake, spoke about flooding at Fairway Hills Golf Course and about creating forested buffers.

6. Chairman's Remarks:

Mr. Stack submitted a written report. There were no questions from Board members.

7. Reports/Presentations

(a) President's Report

Mr. Matthews submitted a written report. In response to questions from Board members, he and staff said:

- The Board will be informed of the time of the July 10 Transportation Demand Management Plan meeting.
- The Millennials work group may give a status report during the Board's next work session.
- CA staff is working on looking at covenants and Mr. Matthews has not seen a timeline for when the county will proceed with Phase II of revising zoning regulations.
- CA is keeping track of the county's zoning regulation process.
- During the recent Splash Flash promotion, CA registered 180 new members.
- Staff is exploring different kinds of grasses to use on the golf courses.
- CA is currently using only nine of 18 holes at Fairway Hills and is moving forward to replace the boardwalk and bridges.

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

Lin Eagan submitted a written report. In response to members' questions, she and CA staff said:

- No further progress has been made re: the Butterfly structure. IAT has been more focused on offering events in the park.
- Organizations responsible for damage to the park's grass during two events (Wine in the Woods and Capital Jazz Fest) held in rainy conditions two weeks apart are negotiating how to repair the damage. Damaged parts of the park may be fenced off periodically to give them a chance to recover.
- The park does have drainage issues in some areas; one such area has been fenced off this year.
- CA plans to present a long-term Symphony Woods management plan in October. A more durable type of turf may be needed.
- Wine in the Woods is a county-run event; the agreement the county signed to provide funds for the park, including the Chrysalis, stipulated that Wine in the Woods continue to be held at the park.

(c) Financial Reports – None

8. Board Action

(a) Consent Agenda

1. Approval of Minutes of May 24, 2018

Approved by consent.

2. Approval of minutes of closed CA Board of Directors meeting held on May 24, 2018

Approved by consent.

(b) Board Votes

1. Indemnify CA Team members on the 401(K) Plan Investment Committee for Actions Taken in Good Faith on behalf of the Plan

Action: Mr. Stack moved to table discussion until the July meeting, to give the Board time to consider whether to substitute "recklessness" for "gross negligence" at the end of the sixth paragraph. Mr. Boulton seconded the motion, which passed unanimously.

2. Updates to Board Reimbursement Policy

Action: Ms. Thomas moved to approve the updated "Columbia Association Board of Directors Reimbursable Expenses Policy." Ms. McCord seconded the motion, which passed unanimously.

3. Allow Residents to Speak on Any Topic at Board Work Sessions

Action: Mr. Klein moved that the CA Board of Directors Governing Documents be amended to delete the limitation on topics on which people may speak during the resident Speakout portion of Board work sessions. Mr. Boulton seconded the motion, which passed unanimously.

9. Board Discussion

(a) FY 2020 Draft Budget Schedule

Board members considered adding time early during the process to discuss priorities and/or policies about what to fund next fiscal year. Mr. Stack said the Board will vote on the schedule during its July 26 meeting.

10. Tracking Forms

(a) Tracking Form for Board Requests

Mr. Wu asked about a contract issue; Mr. Matthews said the Board will discuss it in closed session.

Ms. Evans asked that the Board be copied on replies CA staff develops for the tracking form items.

Mr. Schwind asked that his tracking form item be revised to reflect that he posed more than one question via a May 31 email; Mr. Matthews said all of the questions will be addressed during a closed session.

(b) Tracking Form for Resident Requests

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

12. Motion to hold a closed meeting of the CA Board of Directors on June 28, 2018 under the Maryland Homeowners Act, Md. Code, Real Property §11B-111(4)(vi) Consideration of the terms or conditions of a business transaction in the negotiation stage if the disclosure could adversely affect the economic interests of the homeowners association.

Action: Ms. McCord moved and Mr. Wu seconded the motion, which passed unanimously.

13. Motion to hold a closed meeting of the CA Board of Directors on July 26, 2018 under the Maryland Homeowners Act, Md. Code, Real Property §11B-111(4)(iii) Consultation with legal counsel on legal matters.

Action: Ms. McCord moved and Ms. Evans seconded the motion, which passed unanimously.

14. Adjournment: The open meeting was adjourned at 9:30 p.m.

15. Closed meeting held following the open meeting.

Respectfully submitted,

Valerie Montague
Recording Secretary