

**Minutes of the  
BOARD OF DIRECTORS MEETING  
Held: July 26, 2018**

Approved: September 27, 2018

A meeting of the Columbia Association Board of Directors was held on Thursday, July 26, 2018, at Columbia Association headquarters. Present were Chairman Andrew Stack and members Dick Boulton, Janet Evans, Alan Klein, Milton W. Matthews, Nancy McCord, Gregg Schwind (arrived at 7:38), Ginny Thomas, Chao Wu (via phone), and Shari Zaret. Also present were CA Vice President/CFO Susan Krabbe and General Counsel Sheri Fanaroff.

**1. Call to Order:** The Board of Directors Meeting was called to order at 7:30 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 read CA's Five Civility Principles.

**2. Announcement of Closed/Special Meetings:**

The **Audit Committee** held a closed meeting on June 25, 2018. Members present were James Young, Gregg Schwind, Ginny Thomas and Andrew 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 (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 8:00 p.m. until 9:24 p.m. to review internal audit reports.

The **Board of Directors** held a closed meeting on June 28, 2018. Members present were Dick Boulton, Lin Eagan, Janet Evans, Alan Klein, Milton W. Matthews, Nancy McCord, Gregg Schwind, Andrew Stack, Virginia 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)(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. The meeting was closed from 9:40 p.m. until 11:07 p.m. to consider a business transaction.

The **Risk Management Committee** held a closed meeting on June 28, 2018 at Columbia Association headquarters. Members present were Milton W. Matthews, Susan Krabbe, Nancy McCord, Richard Shaw, and Lin Eagan. The vote to close the meeting was 5-0-0.

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 6:40 p.m. until 7:20 p.m. to discuss the general liability self-insurance program and to review incidents.

The **Architectural Resource Committee** held a closed meeting on July 9, 2018 at Columbia Association headquarters. Members present were Deb Bach, Tom Mongo and Gracie Bradford. The vote to close the meeting was 3-0-0.

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 1:03 p.m. until 3:03 p.m. to discuss new and ongoing covenant cases.

### 3. Approval of Agenda

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

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

### 4. Disclosure of Conflict of Interest: none

### 5. Resident Speakout:

- a) Chris Alleva, spoke about development in commercial areas, particularly Broken Land Parkway and Snowden River Parkway.

*Mr. Schwind arrived at 7:38 p.m.*

- b) Richard Briggs, Kings Contrivance, spoke about CA Fitness staffing issues and increased use of Supreme Sports during reconstruction of the Athletic Club.  
c) Joel Hurewitz, Hickory Ridge, spoke about the Patuxent Branch Trail and development issues.  
d) Jerry Ueckermann, Kings Contrivance, spoke about the Patuxent Branch Trail.

### 6. Chairman's Remarks:

Mr. Stack submitted a written report. He also noted that he attended the Merriweather Artist in Residence activity on July 25.

### 7. Reports/Presentations

#### (a) President's Report

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

- CA wants to move to a paperless pay process and automate HR processes currently being done manually.
- Staff will provide a one-page overview of CA's pickleball offerings.
- Construction at the Athletic Club and Horse Center is progressing.
- Golf courses at Fairway Hill and Hobbits Glen are in good condition, considering weather issues.

Mr. Matthews introduced CA's new Chief Marketing Officer, Laura Sitler.

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

Lin Eagan submitted a written report. The Board discussed IAT's efforts to reduce costs of the proposed Butterfly building.

#### (c) Easement Request from Howard County

Open Space Director Dennis Matthey gave a presentation describing Howard County's request for an easement on CA property near the Patuxent Branch Trail.

**Action:** Ms. Zaret moved that the CA Board send a letter of support to County Executive (Allan) Kittleman asking him to support the Kings Contrivance community and the Kings Contrivance Village Board request for a full study of alternative storage facility entrance options, including Plan B and Plan C, as requested by the Kings Contrivance Village Chair Barb Seely and the Kings Contrivance Village Board. Mr. Schwind seconded the motion.

Howard County Constituent Services Director David Lee said that, at the request of the Kings Contrivance Village Board, the county asked the storage facility developer to study alternatives for the facility entrance. The developer's engineer, Robert Vogel, replied via email that the alternatives create difficult movement for vehicles and may interfere with traffic using the trail parking, and that the structure is under construction and cannot be changed. Lastly, Mr. Vogel wrote that the building was sited to minimize impacts to the

floodplain, environmental features, and maximize retention of existing vegetation that serves as a visual buffer, and that the alternative configuration has the opposite effect.

Board members expressed concerns about the county's seeming lack of resistance to the developer's plan that will impact the Patuxent Branch Trail. They also were concerned about a perceived lack of communication with CA regarding development projects in Columbia.

Mr. Lee noted that the way the developer is using the property is permitted in the M-1 zoning category, which was applied to the property decades ago. County regulations limit the ability to stop a property owner from using the land in ways that are allowed within its zoning category. He also said the county is overhauling its zoning code and plans to include more avenues for communication during the zoning review and approval process.

Additional information was provided by:

Chad Edmondson, Engineering Review Division Chief with the Howard County Department of Planning and Zoning;

Christopher Eatough, Bicycle and Pedestrian Coordinator, Howard County Office of Transportation; and  
Raul Delerme, Bureau Chief of Capital Projects, Howard County Department of Recreation and Parks.

The vote on the easement request is scheduled for the September 27, 2018 Board of Directors meeting.

**Action:** Chairman Stack ruled Ms. Zaret's earlier motion to send a letter to the county executive was out of order because the topic was not on the "Board Votes" portion of the agenda. The chairman's ruling was overridden. Vote: 2-4-2.

For: Messrs. Boulton and Stack

Against: Messrs. Klein and Schwind, and Mses. McCord and Zaret

Abstain: Mses. Evans and Thomas

**Action:** The Board voted on suspending the rules to allow Ms. Zaret's motion. The vote failed, 3-4-1.

For: Mses. McCord and Zaret, and Mr. Schwind

Against: Messrs. Boulton, Stack, and Mses. Thomas and Evans

Abstain: Mr. Klein

(d) Financial Reports

1. FY 2018 Financial Statements and Independent Auditor's Report – Columbia Association, Inc.

2. December 31, 2017 Financial Statements and Independent Auditor's Report – Columbia Association, Inc. Incentive Savings Plan

3. FY 2018 Fourth Quarter Financial Report

CFO Susan Krabbe presented the financial reports.

(e) Dashboard

Ms. Krabbe gave an overview of dashboard metrics regarding memberships and financial data. She said the metrics now include audited data. Sport and Fitness Director Dan Burns reported on data from more than 2,500 surveys completed by users of CA's gyms, spa, pools, tennis courts, ice rink and sports park.

## 8. Board Action

(a) Consent Agenda

1. Approval of Minutes of June 28, 2018

Approved by consent.

(b) Board Votes

1. FY 2020 Budget Schedule

**Action:** Ms. Thomas moved to approve the budget schedule. Mr. Schwind seconded the motion, which passed. Vote: 8-0-0.

For: Mses. Evans, McCord, Thomas and Zaret; and Messrs. Schwind, Stack, Boulton, and Klein

Against: none

Abstain: none

2. Annual Charge Rate and Cap for the Conditional 2020 Budget.

**Action:** Mr. Boulton moved to approve the annual charge rate and cap. Ms. McCord seconded the motion, which passed. Vote: 7-1-0.

For: Mses. Evans, McCord, Thomas and Zaret; and Messrs. Schwind, Stack, Boulton

Against: Mr. Klein

Abstain: none

3. Proposed Charges for FY 2019 Advisory Committees

- i. Climate Change and Sustainability Advisory Committee
- ii. Columbia Aquatics Advisory Committee
- iii. Columbia Art Center Advisory Committee
- iv. Green and Golf Advisory Committee
- v. Health and Fitness Advisory Committee
- vi. Information Technology Advisory Committee
- vii. International and Multicultural Advisory Committee
- viii. Senior Advisory Committee
- ix. Teen and Middle School Advisory Committee
- x. Tennis Advisory Committee
- xi. Watershed Advisory Committee

**Action:** Mr. Boulton moved to approve all of the advisory committee charges except that of the Columbia Art Center, noting also that no charges have been presented by the newly-formed Climate Change and Sustainability Advisory Committee. Ms. McCord seconded the motion. Mr. Schwind offered an amendment to also charge four committees (Senior, Teen, Watershed, and Health and Fitness) to provide recommendations to the Board and staff re: how CA can enhance its programs and facilities to better serve those groups. Ms. Thomas seconded the motion to amend.

Ms. Thomas also asked that the Aquatics Committee report to the Board on the status of changing an outdoor pool to an indoor pool. She hopes there is money budgeted for it.

Mr. Klein asked that the charge to provide recommendations be given to all of the advisory committees.

Mr. Schwind accepted the amendment and the motion to amend passed. Vote: 8-0-0.

For: Mses. Evans, McCord, Thomas and Zaret; and Messrs. Schwind, Stack, Boulton, and Klein.

Against: none

Abstain: none

The motion to approve all of the advisory committee charges, including a charge that they provide recommendations to the Board and staff re: how CA can enhance its programs and facilities to better serve their relevant groups, passed. Vote: 8-0-0.

For: Mses. Evans, McCord, Thomas and Zaret; and Messrs. Schwind, Stack, Boulton, and Klein.

Against: none

Abstain: none

The Board discussed their charge to the Columbia Arts Center Advisory Committee to research the feasibility and placement of public art on CA land and develop estimates of costs of public art installations.

**Action:** Ms. Thomas moved to approve Columbia Art Center Advisory Committee charge for FY 2020.

Ms. Evans seconded the motion, which passed. Vote: 8-0-0.

For: Mses. Evans, McCord, Thomas and Zaret; and Messrs. Schwind, Stack, Boulton, and Klein.  
Against: none  
Abstain: none

4. President/CEO's Proposed FY 2019 Strategic Initiatives

**Action:** Mr. Schwind moved to approve Strategic Initiatives 1 through 4. Ms. Evans seconded the motion, which passed. Vote: 8-0-0.

For: Mses. Evans, McCord, Thomas and Zaret; and Messrs. Schwind, Stack, Boulton, and Klein.  
Against: none  
Abstain: none

The Board discussed postponing consideration of Strategic Initiative #5 (re: Marketing Feasibility Study) until the next meeting, then decided to eliminate it as one of the President/CEO's FY 2019 strategic initiatives. Beginning in October, staff will give quarterly updates and analysis regarding membership structures.

5. Resolution to Indemnify CA Team Members on the 401(K) Planning Committee

**Action:** Ms. Evans moved to approve the resolution. Mr. Boulton seconded the motion, which passed. Vote: 8-0-0.

For: Mses. Evans, McCord, Thomas and Zaret; and Messrs. Schwind, Stack, Boulton, and Klein.  
Against: none  
Abstain: none

**9. For Your Information**

- (a) Letter from the Department of Energy re: Achievement Under the "Better Buildings Challenge"
- (b) Letter from Linwood Center, Inc. re: School Age Services fundraiser.

**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.

The open meeting was adjourned at 11:05 p.m.

Respectfully submitted,

Valerie Montague  
Recording Secretary