

**Minutes of the
BOARD OF DIRECTORS MEETING
Held: March 28, 2019**

Approved: April 25, 2019

A meeting of the Columbia Association Board of Directors was held on Thursday, March 28, 2019, at Columbia Association headquarters. Present were Chairman Andy Stack and members Dick Boulton, Renee DuBois, Lin Eagan, Janet Evans, Alan Klein, Milton W. Matthews, Nancy McCord, Gregg Schwind (arrived at 7:04), Virginia Thomas, 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 7:02 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 called their attention to CA's five civility principles.

Mr. Schwind arrived at 7:04 p.m.

2. Announcement of Closed/Special Meetings Held/To Be Held

The **Board of Directors** held a closed meeting on February 28, 2019 at Columbia Association headquarters. Members present were Dick Boulton, Renee DuBois, Lin Eagan, Janet Evans, Alan Klein, Milton Matthews, Nancy McCord, Gregg Schwind, Andy Stack, Ginny Thomas and Shari Zaret. The vote to close the meeting was 7-2-1.

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

Against: Messrs. Klein and Schwind

Abstain: Ms. DuBois

The closed meeting was authorized under the Maryland Homeowners Act, Md. Code, Real Property §11B-111(4)(iii) Consultation with legal counsel on legal matter. The meeting was closed from 10:40 p.m. until 12:05 a.m. to discuss several issues with legal counsel.

The **Audit Committee** held a closed meeting on March 11, 2019. Members present were James Young, Gregg Schwind, Ginny Thomas, and Timothy Redmond. 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 7:02 p.m. until 8:37 p.m. to review a consultant's audit reports. The meeting was closed again from 9:15 p.m. until 9:52 p.m. to review several internal audit reports and consultation with staff personnel on legal matters. The vote to close the meeting the second time was 5-0-0. Voting to close were: James Young, Gregg Schwind, Ginny Thomas, Dick Boulton, and Timothy Redmond.

Board members discussed that they met with CA's Senior Leadership Team (SLT) and a facilitator on Saturday, March 9, 2019 to discuss a draft of CA's new five-year strategic plan.

Action: Mr. Schwind moved that the minutes of tonight's meeting state that the Board held a session on March 9. Mr. Klein seconded the motion, which passed unanimously.

3. Approval of Agenda

Action: Ms. Thomas moved to approve the agenda. Ms. DuBois seconded the motion, which passed unanimously.

4. Disclosure of Conflict of Interest: none

5. Resident Speakout:

- a) Sunit Misra, Owen Brown, spoke about airplane noise.
- b) Vikram Misra, Owen Brown, spoke about airplane noise.
- c) Russ Swatek, Long Reach, spoke about Merriweather noise, CA marketing, the idea of requiring CA Board members running for office to resign from the Board; and about CA's identity as a business and homeowners association.
- d) Chris Alleva, EGU, spoke about zoning issues, easements, and East Guilford Industrial Park.
- e) Ginger Scott, Wilde Lake, spoke about stream buffers near Fairway Hills Golf Course.
- f) Alex Hekimian, Oakland Mills, spoke about openness and transparency re: CA meetings.
- g) Joel Hurewitz, Harpers Choice, spoke about CA's bylaws, charter and articles of incorporation provisions regarding qualifications of Board members.
- h) Liz Schoen, Wilde Lake, spoke about CA ethics, openness and mission statement.

6. Chairman's Remarks:

Mr. Stack submitted a written report.

7. Reports/Presentations

(a) President's Report

Mr. Matthews submitted a written report that included a mention that the Clippers swim team finished second at the state 14 & Under Championship Meet, which is the highest finish in team history. Ms. Thomas suggested that CA give the Clippers a citation. Mr. Stack said he would send them a letter of congratulations.

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

- The March 8 public message that said the Board felt Community Benefit Association legislation would be better suited for 2020 instead of 2019 also said the Board had made no decision on whether they would vote to ask that legislation be filed in 2020. No steps have been taken to send a different message to the public. (Mr. Klein requested a list of all places, media and people that were sent the March 8 message so that a correction can be made.)
- The CA website revision that is underway will include an easy way for people to sign up for memberships online.
- To alert members about the Columbia Gym pool closing for renovations April 15-19 and alternative CA clubs where members can swim, multiple posters have been posted in the club, information has been sent via newsletter and email to members, and information is on the website. Instructors will begin informing their classes that the pool will be closing on April 15 for renovation.
- One of the reasons CA is communicating with members more digitally and less via print is so that data can be more easily captured to assess the effectiveness of its marketing and communication strategies.

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

Lin Eagan submitted a written report. In response to a question, she said rules are being written for people who will use the park but the rules are not yet completed.

(c) Financial Reports

1. FY 19 3rd Quarter Financial Report
2. FY 19 3rd Quarter Financial Statement

(d) Dashboard

Ms. Krabbe said the dashboard has been revised in light of Board members' request to add a metric to show the actual number of past due membership accounts.

In response to Board member questions, Sports and Fitness Director Dan Burns, Treasurer Lynn Schwartz and/or Susan Krabbe said:

- Future dashboards can include a graph showing the number of 90-day past due accounts over time as well as the dollar amounts.

8. Board Action

(a) Consent Agenda

1. **Approval of Minutes** of February 28, 2019 BOD meeting

The minutes were approved by consent.

(b) Board Votes

1. Four Easement Requests:

Open Space Director Dennis Matthey said CA will add a condition to easement agreements that requires the entity receiving the easement to notify the community if the activity for which the easement is needed will impact the community.

a) Neighborhood Square – Town Center

CA will add language to the easement agreement that confirms that CA will be able to do things on the land later if it wants to.

Action: Mr. Boulton moved to grant Howard Research and Development (HRD) an easement for a public storm drain for an existing storm drain system. Ms. Eagan seconded the motion, which passed unanimously.

b) Mellen Court

Action: Mr. Boulton moved to grant Howard County a permanent public drainage and utility easement and temporary access easements for stream restoration activities. Ms. Thomas seconded the motion, which passed unanimously.

c) Little Patuxent Parkway at Corporate Center Way

Action: Mr. Schwind moved to grant Howard County a deed of easement for relocating traffic signal equipment at Little Patuxent Parkway and Corporate Center Way. Ms. Eagan seconded the motion, which passed unanimously.

d) Twin Rivers Road

Action: Ms. McCord moved to grant HRD a deed of easement for a multi-use pathway along Twin Rivers Road. Mr. Boulton seconded the motion, which passed unanimously.

2. Revised Audit Committee Charter

Action: Ms. McCord moved to approve the revised Audit Committee charter. Ms. Eagan seconded the motion.

Action: Ms. Zaret moved to delete all of Paragraph three in Section II except the last sentence, which begins "If the General Counsel..." Ms. McCord seconded the motion, which failed. Vote: 4-6-0
For: Mses. DuBois, Zaret and McCord and Mr. Stack
Against: Mses. Evans, Thomas and Eagan, and Messrs. Klein, Boulton and Schwind
Abstain: none

Action: Mr. Schwind moved to add “on the date of the next regularly scheduled board meeting” to the end of Paragraph 3 in Section II. Mr. Boulton seconded the motion, which passed. Vote 8-0-2
For: Mses. Evans, DuBois, Thomas, and Eagan and Messrs. Klein, Stack, Boulton and Schwind
Against: none
Abstain: Mses. McCord and Zaret

The Board unanimously approved the revised Audit Committee Charter, as amended.

3. Motion to change ethics policy to require a CA Board members running for any elected office to resign the CA Board position.

Action: Mr. Stack moved to table the ethics change policy decision and get an opinion from outside counsel to determine who has authority to remove a Columbia Council representative and CA Board member pursuant to CA’s governing documents. Mr. Schwind seconded the motion, which passed. Vote: 9-0-1.
For: Messrs. Stack, Boulton, Klein, and Schwind, and Mses. DuBois, Thomas, McCord, Zaret and Eagan
Against: none
Abstain: Ms. Evans

9. Board Discussion

(a) Ideas for CA Downtown Lakefront Area

Ideas mentioned by Board members include:

- Find a better location for the Bell Tower.
- Make the design unique for Columbia, not something that looks like other places.
- See a list of already proposed ideas and decide which ones Board members like.
- Have a designer meet with the Board to develop a list of objectives/uses/priorities for the space.
- Use surveys or focus groups to learn what residents want at the Lakefront.
- Before agreeing to spend a lot on Lakefront projects, determine costs of things residents want in their neighborhoods.
- Wait to see what Howard Hughes plans to do with their land at the Lakefront before CA proposes uses for CA land.
- Give members a more detailed map showing exactly where CA’s land abuts other owners’ land.

Mr. Stack asked Board members to submit lists of proposed objectives to the Board by April 22.

10. Tracking Forms

(a) Tracking Form for Board Requests

(b) Tracking Form for Resident Requests

11. Talking Points: The Talking Points were read by Recording Secretary Valerie Montague.

12. Adjournment: The meeting was adjourned at 10:17 p.m.

Respectfully submitted,

Valerie Montague
Recording Secretary