

**Minutes of the  
BOARD OF DIRECTORS MEETING  
Held: May 9, 2019**

Approved: June 27, 2019

A meeting of the Columbia Association Board of Directors was held on Thursday, May 9, 2019 at Columbia Association headquarters. Present were members Dick Boulton, Renee DuBois, Lin Eagan, Janet Evans, Alan Klein (via phone), Milton W. Matthews, Nancy McCord, Rafia Siddiqui, Andrew Stack, Virginia Thomas, and Shari Zaret.

1. **Call to Order:** The Board of Directors Meeting was called to order at 8:30 p.m. by CA Board Chair Andrew Stack.
2. **Approval of Agenda:**  
**Action:** Ms. Eagan moved to approve the agenda; Ms. DuBois seconded the motion. The agenda was approved unanimously.
3. **Resident Speakout:**  
(a) Gregg Schwind, Hickory Ridge, spoke about the proposed slate of officers of Columbia Association and the term “regulatory capture” as it pertains to individuals holding leadership positions in CA’s Board of Directors for multiple years.
4. **Election of Chair and Vice Chair of the CA Board of Directors**  
Mr. Boulton nominated Mr. Stack to be Chair of the Board of Directors. Ms. Siddiqui seconded the motion. Unopposed, Mr. Stack became Chair of the Board of Directors for FY 20.

There were two nominations for Vice Chair of the Board of Directors. Virginia Thomas was nominated by Ms. McCord, seconded by Ms. Zaret. Dick Boulton was nominated by Ms. Siddiqui, seconded by Ms. DuBois. Ms. Thomas and Mr. Boulton discussed the reasons for their candidacy and answered questions from Board members. Ms. Thomas was elected Vice Chair of the Board of Directors for FY 20.

5. **Appointments to Committees**

**Audit Committee:** Mr. Stack polled the Board for three individuals interested in serving on the Audit Committee for FY 19, reminding them that the Committee members should have familiarity with financial information. Mr. Boulton and Mmes. Siddiqui and DuBois expressed interest and were appointed to serve on the Committee in FY 20.

**Risk Management:** Mr. Stack polled the Board for three individuals interested in serving on the Risk Management Committee. Mmes. Eagan, McCord, and Zaret expressed interest in continuing their membership on the Committee in FY 20. Ms. Siddiqui also expressed interest in serving on the Committee. Mr. Stack suggested the Board member representation be increased to four to allow Mmes. Eagan, McCord, Siddiqui, and Zaret to serve on the Committee in FY 20.

**Board Operations Committee:** The Board Chair and Vice Chair, together with the CA President/CEO, are the sitting members of the Board Operations Committee (BOC). Ms. McCord and Ms. Eagan volunteered to serve on the BOC at the June 3, 2019 meeting. Some Board members felt the BOC should meet monthly to ensure relevance and timeliness of upcoming Board work session and meeting agendas.

A suggestion was also made to add a topic entitled “New Business” to be discussed at each work session and meeting.

Mr. Stack asked Ms. McCord to chair an ad hoc committee to address ways in which the CA Board could function more efficiently. Mmes. Eagan, Evans, and Zaret volunteered to serve on the committee; Ms. Thomas will also attend the meetings. The Ad Hoc Committee was asked to submit two suggestions for changes by May 20, for discussion by the Board at its May 23 meeting.

**Board Member Liaisons to Advisory Committees**

Mr. Stack asked Board members the advisory committee on which each would like to serve as Board member liaison. Following is list of advisory committees and each committee’s Board member liaison:

Aquatics Advisory Committee	Alan Klein
Climate Change & Sustainability Advisory Committee	Ginny Thomas
Columbia Art Center Advisory Committee	Janet Evans
Golf and Green Advisory Committee	Lin Eagan
Health and Fitness Advisory Committee	Dick Boulton
Information Technology Advisory Committee	Andrew Stack
International & Multicultural Advisory Committee	Renee DuBois
Millennial Advisory Committee	Shari Zaret
Senior Advisory Committee	Nancy McCord
Teen and Middle School Advisory Committee	Renee DuBois
Tennis Advisory Committee	Nancy McCord
Watershed Resident Advisory Committee	Shari Zaret

**6. Selection of CA Representatives to the Inner Arbor Trust Board of Directors**

Mme. Eagan and Evans were confirmed as the CA representatives to the Inner Arbor Trust Board of Directors until their successors are selected by CA’s Board of Directors.

**7. Reappointments of Officers of Columbia Association**

The absence of the General Counsel on the slate of officers was noted by some Board members. Ms. Evans made a motion that the General Counsel be added to the slate of officers of Columbia Association. The motion was seconded by Ms. McCord.

It was pointed out there is no requirement in the by-laws that the General Counsel be a corporate officer, and that the position held by the General Counsel in FY 19 (Secretary) had been held by other senior-level staff members in past years. Ms. Evans subsequently withdrew her motion.

**Action:** Mr. Boulton moved that the Board of Directors reappoint the slate of officers as presented. Ms. Eagan seconded the motion, which passed by a vote of 9-0-1.

For: Messrs. Boulton, Klein, and Stack; Mmes. DuBois, Eagan, McCord, Siddiqui, Thomas, and Zaret

Against: None

Abstain: Ms. Evans

The officers are:

Milton W. Matthews	President/CEO
Susan Krabbe	Vice President and Secretary
Mary Lynn Schwartz	Treasurer
Don Van Deusen	Assistant Secretary

*Ms. Siddiqui left the meeting at 9:43 p.m.*

**8. List of Dates for BOD Work Sessions and Meetings in FY 2019**

Mr. Stack reviewed the proposed list of dates for Board of Directors work sessions and meetings in FY 2019.

**Action:** Mr. Boulton made a motion to start all Board of Directors work sessions and meetings at 7:00 p.m. Ms. Thomas seconded the motion, which passed by a vote of 4-2-3.

For: Messrs. Boulton and Stack; Mmes. McCord and Thomas

Against: Mr. Klein and Ms. Evans

Abstain: Mmes. DuBois, Eagan, and Zaret

**9. Adjournment:** Hearing no objections, the meeting was adjourned at 9:45 p.m.

Respectfully submitted,

Janet F. Loughran  
Executive Assistant to the President/CEO