

**Minutes of the  
BOARD OF DIRECTORS MEETING  
Held October 24, 2019**

Approved November 14, 2019

A meeting of Columbia Association's Board of Directors was held on Thursday, October 24, 2019 at Columbia Association headquarters. Present were Chairman Andrew Stack, Vice Chair Virginia Thomas, and members Dick Boulton, Renee DuBois, Lin Eagan, Janet Evans, Alan Klein, Milton W. Matthews, Nancy McCord, and Shari Zaret. Also present was CA General Counsel Sheri Fanaroff. Board member Rafia Siddiqui was not present.

**1. Call to Order:** The Board of Directors Meeting was called to order at 7:08 p.m. by Chairman Andrew Stack. Mr. Stack announced the directors in attendance and reminded attendees that the meeting was being live-streamed and recorded.

Mr. Stack called upon Mr. Matthews to introduce Kristin Russell, director, Planning and Community Affairs. Ms. Russell, who has several years of planning experience in New Jersey and the metropolitan New York area, spoke briefly and expressed her enthusiasm about working at CA.

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

CA's **Board of Directors** held a closed meeting on October 18, 2019 at Columbia Association (CA) headquarters. Members present were Chairman Andrew Stack, Vice Chair Virginia Thomas, Dick Boulton, Renee DuBois, Lin Eagan, Alan Klein, Milton W. Matthews, Nancy McCord, and Shari Zaret. The vote to close the meeting was 7-1-0.

The closed meeting was authorized under the Maryland Homeowners Association Act, Md. Code, Real Property §11B-111(4)(iii), Consultation with legal counsel on legal matters. The meeting was closed from 12:15 a.m. until 12:42 a.m. to review easements.

The **Architectural Review Committee** held a closed meeting on October 14, 2019. Members present were Sheri Fanaroff, Deb Bach, Ed Gordon, Anne McKissick, and Carl McKinney. The vote to close the meeting was 5-0-0.

The closed meeting was authorized under the Maryland Homeowners Association 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 1:04 p.m. until 2:25 p.m. to new and ongoing covenant cases.

CA's **Board of Directors** held a closed meeting on October 3, 2019 at the Owen Brown Community Association. Members present were Chairman Andrew Stack, Vice Chair Virginia Thomas, Dick Boulton, Renee DuBois, Lin Eagan, Janet Evans (arrived at 8:00 p.m.), Alan Klein, Rafia Siddiqui, and Shari Zaret. The vote to close the meeting was 8-0-0. (The vote was taken prior to the arrival of Ms. Evans.)

The closed meeting was authorized under the Maryland Homeowners Association Act, Md. Code, Real Property §11B-111(4)(i), Discussion of matters pertaining to employees and personnel and (iii), Consultation with legal counsel on legal matters. The meeting was closed from 7:10 p.m. until 9:00 p.m. to review easements and the process for the President/CEO's evaluation.

The **Risk Management Committee** held a closed meeting on September 26, 2019 at CA headquarters. Members present were Susan Krabbe, Milton W. Matthews, Lin Eagan, Nancy McCord, Rafia Siddiqui, and Shari Zaret. The vote to close the meeting was 6-0-0.

The closed meeting was authorized under the Maryland Homeowners Association 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 6:35 p.m. until 7:00 p.m. to review the general liability self-insurance program and incidents.

The **Audit Committee** held a closed meeting on September 23, 2019 at CA headquarters. Members present were James Young, Dick Boulton, Renee DuBois, Timothy Redmond, and Rafia Siddiqui. The vote to close the meeting was 5-0-0.

The closed meeting was authorized under the Maryland Homeowners Association 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 8:02 p.m. until 9:15 p.m. to review several internal audit reports and to consult with staff personnel on legal matters.

The **Architectural Review Committee** held a closed meeting on September 9, 2019. Members present were Sheri Fanaroff, Deb Bach, Gordon MacPhee, and Anne McKissick. The vote to close the meeting was 4-0-0.

The closed meeting was authorized under the Maryland Homeowners Association 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 1:00 p.m. until 2:35 p.m. to new and ongoing covenant cases.

### **3. Approval of Agenda**

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

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

### **5. Resident Speakout:**

- (a) Joan Lancos, Hickory Ridge, spoke about funding for the Downtown Columbia Partnership.
- (b) Patrick Harrington, Oakland Mills, spoke about an indoor pool.
- (c) Children + Company Preschool, Long Reach, spoke about the Phelps Luck Community Center.
- (d) Bill Santos, representing the Columbia Aquatics Advisory Committee, spoke about pools.
- (e) Ray LeVesque, Long Reach, spoke about an indoor pool.
- (f) Ginger Scott, Wilde Lake, spoke about Haven on the Lake.
- (g) Ed Coleman, Long Reach, spoke about pools and neighborhood centers.
- (h) Pamela Kumar, Dorsey's Search, spoke about Haven on the Lake.
- (i) James Forest, Ellicott City, spoke about an indoor pool.
- (j) Nina Basu, Inner Arbor Trust, spoke about CA's budget.
- (k) Rhonda-Cheree Johnson, Long Reach, spoke about neighborhood centers and an indoor pool.

### **6. Consent Agenda**

- (a) Approval of Minutes – September 26, 2019 Board Meeting and October 10, 2019 Special Board Meeting – Approved by consent
- (b) Appointment to the Architectural Review Committee – Approved by consent

### **7. Board Votes**

- 1. Ratify Straw Votes taken on October 17, 2019 to Include Proposed Major Capital Projects and New Operating Initiatives in the FY 21/FY 22 Budgets  
Mr. Stack asked Board members to identify those initiatives which they wished to discuss further that evening. The initiatives identified by the Board were:

Capital Requests

3; 1-10 – Neighborhood Center Renovations pending completion of Neighborhood Centers Study  
10; 1-17 – Long Reach Regional Pathway  
13; 1-20 – Town Center Lakefront Renovations  
14; 1-21 – Columbia-Wide Tot Lot Renovations pending CA Board Approval of the Tot Lot Policy

Operating Requests

4; 3-8 – Community Services – Community Outreach Position for diverse communities  
5; 3-10 – Community Services – Temporary Funding for Arts Festival  
6; 3-12 – Community Services – Temporary Funding for Downtown Columbia Partnership  
7; 3-14 – Community Services – Temporary Funding for Inner Arbor Trust Operations

Mr. Stack then suggested those proposed major capital projects and new operating initiatives for FY21/FY 22 not designated for discussion be approved for inclusion in the draft FY 21/FY 22 budget in a single vote.

Mr. Boulton moved that the major capital projects and new operating initiatives not designated for further discussion at the October 24, 2019 Board meeting be included in the FY 21/FY22 draft budget to be submitted to CA’s Board of Directors and the community in December 2019. Ms. McCord seconded the motion. The motion passed by a vote of 8-1-0.

For: Messrs. Boulton, Klein, and Stack; and Meses. Eagan, Evans, McCord, Thomas, and Zaret  
Against: Ms. DuBois  
Abstain: None

Mr. Boulton moved that capital request 3; 1-10, Neighborhood Center Renovations pending completion of Neighborhood Centers Study, be included in the FY 21/FY 22 draft budget to be submitted to CA’s Board of Directors and the community in December 2019. Ms. McCord seconded the motion.

Ms. Evans moved to add an amendment to the motion to stipulate “if the two originally designated neighborhood centers pass the criteria for renovation, that they go first.” Ms. Eagan seconded the motion. The motion was approved unanimously.

Mr. Stack called for a vote on Mr. Boulton’s original motion, now including the amendment. The vote to approve the amended original motion was unanimous.

Ms. Evans moved that capital request 10; 1-17, Long Reach Regional Pathway, be included in the FY21/FY22 draft budget to be submitted to CA’s Board of Directors and the community in December 2019. Ms. Eagan seconded the motion.

In response to a question, it was noted that funding for this request is included in the FY22 budget.

Mr. Stack called for a vote. The motion was approved unanimously.

Ms. Thomas moved that capital request 13; 1-20, Town Center Lakefront Renovations, be included in the FY 21/FY 22 draft budget to be submitted to CA’s Board of Directors and the community in December 2019. Ms. McCord seconded the motion.

It was noted this request includes funds to repair the seawall at the Lakefront.

Mr. Stack called for a vote. The motion was approved unanimously.

Ms. DuBois moved that capital request 14; 1-21, Columbia-Wide Tot Lot Renovations pending CA Board Approval of the Tot Lot Policy, be included in the FY 21/FY 22 draft budget to be submitted to CA's Board of Directors and the community in December 2019. Mr. Boulton seconded the motion.

Discussion centered on the need to develop a policy for tot lot renovations.

Mr. Stack called for a vote. The motion was approved by a vote of 8-1-0.

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

Against: Ms. Evans

Abstain: None

Ms. McCord moved that operating request 4; 3-8, Community Services – Community Outreach Position for diverse communities,” be included in the FY 21/FY 22 draft budget to be submitted to CA's Board of Directors and the community in December 2019. Ms. Zaret seconded the motion.

The proposed funds include money for salary and supplies. Outreach will be made to a variety of community groups.

Mr. Stack called for a vote. The motion was approved by a vote of 8-1-0.

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

Against: Ms. Thomas

Abstain: None

Mr. Boulton moved that operating initiative 5; 3-10, Community Services – Temporary Funding for Arts Festival,” be included in the FY 21/FY 22 draft budget to be submitted to CA's Board of Directors and the community in December 2019. Ms. Eagan seconded the motion.

Ms. Miller noted that this three-day, free event sponsored by CA is a major component of the annual Festival of the Arts.

Mr. Stack called for a vote. The motion was approved unanimously.

Ms. Eagan moved that operating initiative 6; 3-12, Community Services – Temporary Funding for Downtown Columbia Partnership be included in the FY 21/FY 22 draft budget to be submitted to CA's Board of Directors and the community in December 2019. Mr. Stack seconded the motion.

Discussion focused on the purpose of the Downtown Columbia Partnership; why CA has only one seat on its board of directors; other sources of its funding; and how its money is used.

Mr. Boulton moved to amend the original motion to reduce the amount of funding in FY21 to \$100K, contingent upon CA Board's review of the Downtown Columbia Partnership's budget. Ms. DuBois seconded the motion. The motion failed by a vote of 4-5-0.

For: Messrs. Boulton and Stack, and Mmes. Eagan and McCord

Against: Mr. Klein and Mmes. DuBois, Evans, Thomas, and Zaret

Abstain: None

Ms. McCord moved that the amount of funding be reduced to \$100K for FY21 and that funding for FY22 be contingent upon CA Board's review of the Downtown Columbia Partnership's budget. Ms. Eagan seconded the motion. The motion failed by a vote of 4-5-0.

For: Mr. Stack and Mmes. Eagan, McCord, and Zaret

Against: Messrs. Boulton and Klein, and Mmes. DuBois, Evans, and Thomas

Abstain: None

Mr. Stack called for a vote of Ms. Eagan's original motion to include the operating initiative in the draft budget to be presented in December 2019. The motion failed by a vote of 2-7-0.

For: Mr. Stack and Ms. Eagan

Against: Messrs. Boulton and Klein, and Mmes. DuBois, Evans, McCord, Thomas, and Zaret,

Abstain: None

Ms. McCord moved that operating initiative 7; 3-14, Community Services – Temporary Funding for Inner Arbor Trust Operations, be included in the FY 21/FY 22 draft budget to be submitted to CA's Board of Directors and the community in December 2019. Ms. Eagan seconded the motion.

Board members expressed their support of the Inner Arbor Trust's (IAT) programming and their desire to help fund IAT's operating expenses.

Mr. Stack called for a vote. The motion passed by a vote of 7-2-0.

For: Mr. Stack and Mmes. DuBois, Eagan, Evans, McCord, Thomas, and Zaret

Against: Messrs. Boulton and Klein

Abstain: None

Ms. McCord moved that the Board discuss increasing the annual charge rate from 68¢ to 69¢, costing the average homeowner about \$20 per year and increasing revenue by an extra \$500K per year, allowing CA to fund other initiatives. Ms. Zaret seconded the motion.

Concern was expressed that such a decision needed public input, and that no advance notice had been given regarding potential discussion of this subject. There was also concern that such an increase might be financially difficult for some residents.

The motion failed by a vote of 3-4-2.

For: Mr. Klein and Mmes. Eagan and McCord

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

Abstain: Mmes. DuBois and Zaret

## 2. Next Steps for Haven on the Lake, including Recommendations

Dan Burns, director, Sport & Fitness, briefed the Board on Haven on the Lake (HOTL). HOTL continues to progress and positive changes have made in the last two years. The facility serves a population wanting a mind/body, healing-environment facility, as opposed to a gym-type fitness facility. Mr. Burns recommends that HOTL be given an opportunity to continue operating as a wellness-based facility, and that spa services be reintroduced. An organization uniquely positioned to manage a spa for CA has been identified. Mr. Burns believes a two-year period is needed to evaluate the efficacy of the recommendation.

Mr. Boulton made a motion to accept staff's recommendation to continue to provide spa services and enhance the programming to further maximize the wellness opportunities that are beginning to define Haven on the Lake. Ms. McCord seconded the motion.

Mr. Stack proposed an amendment to Mr. Boulton's motion that, at the end of FY 2022 that staff come back to the Board with a comparison between the actual financials against the pro forma financials. Discussion ensued and Mr. Stack withdrew his amendment.

Ms. Evans made a motion to add the following clause to the end of Mr. Boulton's motion - "that a quarterly statement comparing actuals to the pro formas be provided beginning six months after the start of the spa." Ms. Thomas seconded the motion. The motion passed unanimously.

Mr. Stack called for a vote on Mr. Boulton's motion, now including the amendment. The vote to approve the amended original motion was unanimous.

Ms. Zaret called the Board's attention to the late hour of the evening (10:30 p.m.), and noted several topics remained on the agenda. The Board agreed to discuss the New Indoor Pool Feasibility Study and to adjourn at 11:00 p.m.

**8. Board Discussion – New Indoor Pool Feasibility Study**

Mr. Burns presented a summary of the Indoor Pool Feasibility Study updated in October 2019. The Locust Park outdoor pool location was identified as the most suitable site for development, and would require removing the current outdoor pool; neighborhood center; and some, or all of the tennis courts. Development would include an eight-lane, 25-yard lap pool, locker rooms with lockers and showers, offices for coaches, storage, lobby, and utility space. Three scenarios for building options were presented, as were pre-construction and construction costs, annual net operating costs for the new indoor facility, annual net operating costs for the Swim Center, and the combined annual net operating costs for the new indoor facility and Swim Center.

Board members discussed the information, noted the expenditures involved, and asked questions. Funding issues were of concern.

**Adjournment:** The meeting was adjourned at 11:03 p.m.

Due to the length of the meeting and the desire to end the meeting at 11:00 p.m., the following topics on the agenda for the October 24, 2019 Board of Directors meeting were not addressed:

**9. Chairman's Remarks**

**10. Reports/Presentations**

**11. Tracking Forms**

**12. Possible New Topics.**

**13. Talking Points**

Respectfully submitted,

Janet F. Loughran  
Executive Assistant to the President/CEO