

**Minutes of the
BOARD OF DIRECTORS MEETING
Held December 12, 2019**

Approved January 23, 2020

A meeting of Columbia Association's Board of Directors was held on Thursday, December 12, 2019 at Columbia Association (CA) 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, and Rafia Siddiqui. Also in attendance were Vice President/CFO Susan Krabbe, and General Counsel Sheri Fanaroff. Absent were members Nancy McCord and Shari Zaret.

1. Call to Order: The Board of Directors Meeting was called to order at 8:31 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.

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

CA's **Board of Directors** held a closed meeting on November 11, 2019 at Columbia Association (CA) headquarters. Present were Chairman Andrew Stack and Vice Chair Virginia Thomas, and members Dick Boulton, Renee DuBois, Lin Eagan, Janet Evans, Alan Klein, Rafia Siddiqui, and Shari Zaret. Also in attendance were President/CEO Milton W. Matthews, Vice President/CFO Susan Krabbe, and General Counsel Sheri Fanaroff. Absent were members Nancy McCord and Shari Zaret. The vote to close the meeting was 7-0-0.

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 7:05 p.m. until 9:29 p.m. for a discussion with legal counsel concerning a personnel issue.

The **Architectural Review Committee** held a closed meeting on December 9, 2019. Members present were Deb Bach, Ed Gordon, Anne McKissick, Carl McKinney, and Sheri Fanaroff. Others present were Devora Wilkinson, Tina Osborne, Debbie Nix, Laura Parrish, Susan Sloan, and Karina Caico. 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 purpose was to discuss new and ongoing covenant cases. The meeting was closed from 1:05 p.m. until 2:23 p.m.

The **Audit Committee** held a closed meeting on December 9, 2019 at CA headquarters. Members present were James Young, Tim Redmond, Renee DuBois, and Dick Boulton. 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)(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 7:01 p.m. to 7:38 p.m. and 8:25 p.m. to 9:25 p.m. for a review of the consultant's report and several internal audit reports, and consultation with staff personnel on legal matters.

3. Approval of Agenda

Action: Ms. DuBois moved to approve the agenda. Ms. Siddiqui seconded the motion, which was approved unanimously.

4. Disclosure of Conflict of Interest: none

5. Consent Agenda

- (a) Approval of Minutes – November 14, 2019 Board Meeting - Approved by consent.
- (b) Approval of CliftonLarsonAllen LLP as Independent Auditors for FY2020 - Approved by consent.

6. Board Votes

- 1. Approval of Appointment of Roberto Martin to the Climate Change & Sustainability Advisory Committee

Action: Mr. Klein moved to approve the appointment of Mr. Martin to the Climate Change & Sustainability Advisory Committee. Mr. Boulton seconded the motion, which was approved unanimously.

7. Chairman's Remarks

Mr. Stack referred to his written report. He also noted the CA holiday party on December 6, 2019, at which years-of-service awards were given to CA team members and the team members of the year were announced.

8. Reports/Presentations

- (a) Report from the President – “The Year in Review”
Mr. Matthews provided a report in writing.
- (b) Report from the CA Representatives to the Inner Arbor Trust Board of Directors
Ms. Eagan provided a report in writing. A meeting to discuss land use during the December events is planned for January 2020.
- (c) Financial Reports
 - 1. FY 20 2nd Quarter Financial Report
 - 2. FY 20 2nd Quarter Financial StatementsMr. Stack stated that these were reviewed by the Audit Committee. Ms. Krabbe noted that the numbers are close to budget.
- (d) Dashboard and Quarterly Membership Update
Ms. Krabbe indicated that the metrics have been in place for a few years and that familiar patterns have emerged.

Mr. Burns provided a report in writing. Mr. Klein asked about the sentiment breakdown and Mr. Burns replied that it is slightly positive. Ms. DuBois asked about the Advertising Effectiveness report and Ms. Krabbe replied that the percentages reflect the means and factors involved with acquiring new membership. Ms. DuBois also asked about the click through rate and Ms. Krabbe replied that it is 3.6%, with an industry standard of 2.7%.

- (e) Capital Projects and Open Space Updates
Mr. Matthey provided a report in writing.

9. Tracking Forms

- (a) Board Requests – Mr. Klein inquired about transit strips, and the report due December 13, 2019. Mr. Matthey replied that analyses were performed Columbia-wide and by village, showing sidewalks and pathways.
- (b) Resident Requests – No comments were received.

10. Possible New Topics

None were suggested.

11. Talking Points – Ms. Butler recited the talking points.

12. Adjournment – The meeting was adjourned at 8:56 p.m.

Respectfully submitted,

Bonnie F. Butler
Recording Secretary