

**Minutes of the
BOARD OF DIRECTORS MEETING
Held February 27, 2020**

Approved March 26, 2020

A meeting of Columbia Association's Board of Directors was held on Thursday, February 27, 2020 at Columbia Association (CA) headquarters. Present were Chairman Andrew Stack, Vice Chair Virginia Thomas, and members Dick Boulton, Renee DuBois, Lin Eagan, Janet Evans, President/CEO Milton W. Matthews, Rafia Siddiqui, and Shari Zaret. Alan Klein attended via telephone. Also in attendance was Vice President/CFO Susan Krabbe.

1. Call to Order: The Board of Directors Meeting was called to order at 7:00 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 **Risk Management Committee** held a closed meeting on January 23, 2020 at Columbia Association (CA) headquarters. Present were Lin Eagan, Susan Krabbe, Richard Shaw, Rafia Siddiqui, and Shari Zaret. 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)(iii), Consultation with legal counsel on legal matters 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 6:35 p.m. until 7:00 p.m. to review general liability incidents and claims.

The **Architectural Resource Committee** held a closed meeting on February 10, 2020. Members present were Deb Bach, Ed Gordon, Carl McKinney, and Sheri Fanaroff. Others present were Eva Lambright, Tina Osborne, Laura Parrish, Susan Sloan, and Devora Wilkinson. 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 1:04 p.m. until 2:06 p.m. for discussion of new and ongoing covenant cases.

CA's **Board of Directors** held a closed meeting on January 13, 2020 at Columbia Association (CA) headquarters. Present were Chairman Andrew Stack and members Dick Boulton, Renee DuBois, Lin Eagan, Janet Evans, Alan Klein, President/CEO Milton W. Matthews, Nancy McCord, Rafia Siddiqui, and Shari Zaret. Also in attendance were Vice President/CFO Susan Krabbe, and General Counsel Sheri Fanaroff. Absent was Vice Chair Virginia Thomas. The vote to close the meeting was 10-0-0.

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 and (vi), Consideration of the terms or conditions of a business transaction in the negotiation state if the disclosure could adversely affect the economic interests of the homeowners association. The meeting was closed from 7:05 p.m. until 9:05 p.m. for an update on legal issue.

The **Audit Committee** held a closed meeting on February 25, 2020. Members present were Dick Boulton, Renee DuBois, Tim Redmond, Rafia Siddiqui, and Jim Young. 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 7:00p.m. until 8:32 p.m. for discussion of new and ongoing covenant cases.

3. Approval of Agenda

a) Mr. Stack stated that item 6(b) would be amended to remove approval of the minutes of the closed meetings held on February 14, 2019; February 28, 2019; June 25, 2019; and November 11, 2019. The vote to approve those minutes will take place up at a later date.

Action: Ms. McCord moved to approve the agenda as amended. Ms. Thomas seconded the motion. The amended agenda was approved unanimously.

4. Disclosure of Conflict of Interest: none

5. Resident Speakout: name - organization, village, topic

- Louis Barbier – Oakland Mills, Stevens Forest Study
- Shari Chase – River Hill, membership issue
- Evangeline Schindler – Oakland Mills, Stevens Forest Study

6. Consent Agenda

a) Approval of Minutes – January 23, 2020 Board Meeting - Approved by consent

b) Approval of Closed Board Meetings held on February 7, 2019; May 6, 2019; October 3, 2019; October 18, 2019; and January 13, 2020 - Approved by consent

7. Board Votes

a, c) Proposed Fiscal Year 2021 and Conditional Fiscal Year 2022 Capital Budgets

- **Action:** Ms. Evans moved to identify the funds in both capital budgets for Neighborhood Centers to the staff-proposed centers (Locust Park and Jeffers Hill). Ms. DuBois seconded the motion, which was approved unanimously.
 - The funds for Neighborhood Center renovations in Fiscal Year 2021 were reassigned to the Locust Park Neighborhood Center.
 - The funds for Neighborhood Center renovations in Fiscal Year 2022 were reassigned to the Jeffers Hill Neighborhood Center.
- **Action:** Ms. McCord moved to remove the funds for an elevator at Historic Oakland Manor from both Capital Budgets. Ms. Thomas seconded the motion, which was approved unanimously.
- **Action:** Ms. Thomas moved to approve the Capital budgets for Fiscal Year 2021 and Fiscal Year 2022, with amendments. Ms. Siddiqui seconded the motion, which passed unanimously.

b, d) Proposed Fiscal Year 2021 and Conditional Fiscal Year 2022 Operating Budgets:

- **Action:** Ms. DuBois moved to add \$100,000 to the Operating Budget (in both fiscal years) for the Downtown Columbia Partnership. Ms. Siddiqui seconded the motion. The additional \$100,000/year in funding will be accomplished via the following reductions:
 - Fiscal Year 2021: \$85,000 in IT Technology Supplies/Expenses, \$10,000 for Community Centers Repairs & Maintenance, and \$5,000 for the Inner Arbor Trust grant.
 - Fiscal Year 2022: \$85,000 for IT Technology Supplies/Expenses and \$15,000 in the Increase of Net Assets.
- **Action:** Ms. Thomas then moved to reduce the amount to \$50,000. Ms. McCord seconded the motion, which failed by a vote of 3-7-0.
 - For: Mr. Klein and Mmes. Evans and Thomas
 - Against: Messrs. Boulton and Stack, and Mmes. DuBois, Eagan, McCord, Siddiqui, and Zaret
 - Abstain: None
- **Action:** A vote was called on Ms. DuBois' original motion. The motion passed by a vote of 7-3-0.
 - For: Messrs. Boulton and Stack, and Mmes. DuBois, Eagan, McCord, Siddiqui, and Zaret

- Against: Mr. Klein and Mmes. Evans and Thomas
- Abstain: None

Action: Mr. Boulton moved to approve the Operating budgets for Fiscal Year 2021 and Fiscal Year 2022, with amendments. Ms. McCord seconded the motion, which passed 6-2-2.

For: Messrs. Boulton and Stack, and Mmes. Eagan, Thomas, and Zaret

Against: Mr. Klein and Ms. Evans

Abstain: Mmes. DuBois and Siddiqui

e) Release of Funds for Repair/Enhancement of Stonehouse and the Columbia Art Center

Action: Ms. Evans moved that the “Hold” placed on approved funds for repair and other improvement projects at Stonehouse and Columbia Art Center be removed. Ms. Thomas seconded the motion, which passed unanimously.

f) Proposed Revisions to the Fiscal Year 2020 CA Conflicts of Interest Policy and Financial Disclosure Forms

Action: Mr. Boulton moved to accept the Conflicts of Interest Policy for Senior Management and the Board of Directors. Ms. DuBois seconded the motion, which passed 8-1-1.

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

Against: Ms. Zaret

Abstain: Ms. DuBois

g) CA Policy on Community Grants.

Action: Ms. Thomas moved to accept the CA Policy on Community Grants and Ms. McCord seconded the motion, which passed unanimously.

h) **Action:** Ms. Thomas made a motion to request CA to work with the Oakland Mills Village Association to facilitate a community discussion seeking ideas on how to enhance community areas in the Oakland Mills neighborhoods of Talbot Springs and Stephens Forest. Ms. Evans seconded the motion.

Action: Mr. Stack then moved to add an amendment asking the Oakland Mills Village Association to choose just one neighborhood – either Stevens Forest or Talbott Springs. Ms. DuBois seconded the motion, which failed by a vote of 3-6-1.

For: Mr. Stack and Mmes. DuBois and Siddiqui

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

Abstain: Ms. Eagan

Action: Ms. DuBois made a motion to table the discussion so that the neighborhood center policy would be completed first and then community areas in Oakland Mills would be discussed. Mr. Boulton seconded the motion, which passed with a vote of 5-3-1. (Ms. Siddiqui had exited the meeting.)

For: Messrs. Boulton and Stack, and Mmes. DuBois, McCord, and Zaret

Against: Mr. Klein and Mmes. Evans and Thomas

Abstain: Ms. Eagan

8. Board Discussion

- Applicable State Legislation Discussion
 - HB 1054 – Real Property – Governing Bodies of Common Ownership Communities – Member Training
 - HB 1077 – Real Property – Deletion of Unlawful Ownership Restrictions – Exemption From Fees and Surcharges

9. Chairman’s Remarks

Mr. Stack provided a written report.

10. Reports/Presentations

- a) Report from the President
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.
- c) Financial Reports - none

11. Tracking Forms

- a) Board Requests – No comments were received.
- b) Resident Requests – No comments were received.

12. Possible New Topics

None were suggested.

13. Talking Points – none recited

14. Adjournment – The meeting was adjourned at 10:00 p.m.

Respectfully submitted,

Bonnie F. Butler
Recording Secretary