

**Minutes of the
BOARD OF DIRECTORS MEETING
Held: March 26, 2020**

Approved: April 23, 2020

A virtual meeting of the Columbia Association Board of Directors was held on Thursday, March 26, 2020. Participating were Chairman Andy Stack, Vice Chair Virginia Thomas, and members Dick Boulton, Renee DuBois, Lin Eagan, Janet Evans, Alan Klein, Milton W. Matthews, Nancy McCord, and Rafia Siddiqui. Other participants were CA Vice President/CFO Susan Krabbe, General Counsel Sheri Fanaroff, Director of Finance Lynn Schwartz, and Director, Department of Open Space and Facility Services Dennis Matthey.

1. Call to Order: The Board of Directors Meeting was called to order at 7:00 p.m. by Chairman Andy Stack. Mr. Stack read prepared remarks outlining how the meeting would be conducted. He then proceeded with a roll call to determine which Directors and CA senior staff members were participating. Mr. Stack noted that only audio of the meeting was being broadcast.

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

The **Architectural Resource Committee** held a closed meeting on March 9, 2020. The members present were Deb Bach, Ed Gordon, and Anne McKissick. The vote to close the meeting was 3-0-0.

The closed meeting was authorized under the Maryland Homeowners 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 1:06 p.m. until 2:40 p.m. to discuss new and ongoing covenant cases.

3. Approval of Agenda

Action: Ms. Thomas moved to approve the agenda. Ms. DuBois seconded the motion, which passed by a vote of 8-1-0.

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

Against: Mr. Klein

Abstain: None

4. Resident Speakout:

Due to limitations on the ability for people to call in to the virtual meeting, a verbal resident speakout was not held. Instead, residents were encouraged to send their comments to CA's Board of Directors at Board.Members.FY20@columbiaassociation.org.

5. Consent Agenda

- (a) Approval of Minutes – February 27, 2020 BOD Meeting
- (b) Hyla Brook Easement Request

Both items were approved by consent.

6. Board Discussion

- (a) Any Questions from the Board re: CA's Response to the COVID-19 Pandemic?

In response to Board members' questions, Mr. Matthews said:

- CA has submitted an application to be licensed to provide temporary child care services for at the Teen Center for emergency personnel.
- CA is taking down the hoops on outdoor basketball courts to discourage people from gathering.

- CA is communicating with team members regarding their compensation for the pay period of March 30–April 12, 2020.
- The President/CEO will continue providing a weekly update to the Board of Directors.

(b) New Financial Request

Ms. Krabbe explained the request to secure new financing. Revenue is not being generated since Sport and Facilities are closed, and before and after school care is not being provided due to school closures. CA is working with a lender to secure funds until annual charge invoices can be mailed. Ms. Krabbe answered Board members’ questions, and noted that CA is reviewing the impact of the reduced revenue upon expenditures in its Fiscal Year 2020 and Fiscal Year 2021 operating and capital budgets.

7. Board Votes

(a) Waive the Three-Reading Rule to allow a Vote on the New Financial Request

Action: Ms. DuBois moved to waive the three-reading rule to allow a vote on the new financial request. Ms. Siddiqui seconded the motion, which was approved unanimously.

The number of Board members voting to approve the motion (nine) satisfied the requirement that a 2/3 majority of votes be obtained to waive the three-reading rule.

(b) New Financial Request

Action: Ms. DuBois moved to approve the resolutions submitted by CA’s CFO to obtain new financing to fund short-term operating cash requirements and to undertake certain capital projects approved by the Board of Directors of the Corporation. Ms. McCord seconded the motion, which was approved by a vote of 8-0-1.

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

Against: None

Abstain: Ms. Siddiqui

8. Chairman’s Remarks:

Mr. Stack submitted a written report.

9. Reports/Presentations – Financial Reports

The chair advised members to review the 3rd Quarter financial information sent to the Board via courier earlier in March. Any questions they have should be sent via email to Susan Krabbe, with a copy to Milton W. Matthews and the CA Board.

10. Talking Points: The Talking Points were read by Recording Secretary Janet Loughran.

11. Adjournment: Without objection, the meeting was adjourned at 8:10 p.m.

Respectfully submitted,

Janet F. Loughran
Recording Secretary