

**Minutes of the
ORGANIZATION MEETING OF
COLUMBIA ASSOCIATION'S
BOARD OF DIRECTORS
Held: May 14, 2020**

Approved June 25, 2020

The organizational meeting of Columbia Association's Board of Directors was held virtually on Thursday, May 14, 2020. Participating in the meeting were Dick Boulton, Renee DuBois, Jessamine Duvall, Lin Eagan, Janet Evans, Alan Klein, Milton W. Matthews, Nancy McCord, Andrew Stack, Virginia Thomas, and Shari Zaret.

1. Call to Order: The Board of Directors Meeting was called to order at 7:17 p.m. by Columbia Association (CA) Board Chair Andrew Stack.

2. Approval of Agenda:

Action: Ms. Thomas moved to approve the agenda; Ms. McCord seconded the motion. Hearing no objections, the agenda was approved.

3. Election of Chair and Vice Chair of the CA Board of Directors

Ms. Eagan nominated Mr. Stack to be Chair of the Board of Directors. Ms. Thomas seconded the motion.

Ms. Zaret nominated Ms. Thomas to be Chair of the Board of Directors. Ms. DuBois seconded the motion.

Ms. Thomas declined the nomination, stating she supported Mr. Stack's continuation as the Board Chair. Discussion centered on topics such as shared leadership of the Board Chair position in the past, the possibility of having more ad hoc committees to address issues, and Board members' assistance to the community and Board Chair throughout the fiscal year.

Hearing no objections, Mr. Stack was elected Chair of the FY 2021 CA Board of Directors.

Mr. Boulton nominated Ms. Thomas to be Vice Chair of the Board of Directors. Ms. Zaret seconded the motion. Hearing no objections, Ms. Thomas was elected Vice Chair of the FY 2021 CA Board of Directors.

4. Appointments to Committees

Audit Committee: Mr. Boulton and Mmes. DuBois and Evans volunteered to be members of the Audit Committee. Hearing no other nominations, they were appointed to serve on the Committee in FY 2021.

Risk Management: Mmes. Duvall, Eagan, and McCord volunteered to be members of the Risk Management Committee. Mme. DuBois also volunteered to serve. It was noted that Board membership on the committee was increased to four members in FY 2020 to allow an additional Board member to serve. Traditionally, three Board members have served on the Committee, and it was suggested that Board membership return to that level. Ms. DuBois withdrew her nomination. Hearing no objections, Mmes. Duvall, Eagan, and McCord were appointed to serve on the Committee in FY 2021.

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), which meets four times per year to

set agendas for upcoming Board of Directors work session and meetings. Mr. Stack asked for volunteers to serve on the BOC at the four designated meetings. Mmes. DuBois and Zaret volunteered to serve at the June 1, 2020 meeting; Mmes. Duvall and Eagan volunteered to serve at the September 1, 2020 meeting; Mr. Klein and Ms. Evans volunteered to serve at the November 30, 2020 meeting; and Mr. Boulton and Ms. McCord volunteered to serve at the March 1, 2021 meeting.

Board Member Liaisons to Advisory Committees

Mr. Stack previously asked Board members to designate 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	Nancy McCord
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	Alan Klein
Millennial Advisory Committee	Shari Zaret
Senior Advisory Committee	Renee DuBois
Teen and Middle School Advisory Committee	Jessamine Duvall
Tennis Advisory Committee	Nancy McCord
Watershed Resident Advisory Committee	Shari Zaret

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

Ms. Thomas nominated Mmes. Eagan and Evans to be selected as representatives of Columbia Association, Inc. to the Inner Arbor Trust, Inc. for the period from May 14, 2020 until their successor(s) is/are selected by Columbia Association’s Board of Directors. Ms. DuBois seconded the nomination. Hearing no objections, Mmes. Eagan and Evans were selected as the representatives.

6. Reappointments of Officers of Columbia Association

Ms. McCord moved that the Board of Directors reappoint the slate of officers as presented. Ms. Thomas seconded the motion. Hearing no objections, the slate of officers as presented was approved.

The officers are:

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

In response to a question from Mr. Boulton, responsibilities of the officers are delineated in the bylaws of the corporation.

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

Mr. Stack reviewed the list of dates for Board of Directors work sessions and meetings in FY 2021. Ms. DuBois suggested that, in light of CA’s current financial situation, a work session be scheduled in August for an update on finances. Mr. Stack suggested that a work session be scheduled on the third Thursday of August – August 20, 2020.

Ms. DuBois moved that the Board of Directors approve the schedule of CA Board work sessions and meetings in FY 2021, as amended. Ms. Zaret seconded the motion. Hearing no objections, the amended schedule was approved.

Prior to the adjournment of the meeting, discussion took place on a variety of topics including the status of an orientation session for new Board members hosted by the Board of Directors; the date of the President/CEO's mid-year review (November 30, 2020 following the adjournment of the BOC meeting) and final review (April 2021); finalization of the proposed evaluation form for the President/CEO; adding time for an update on CA's financial condition on upcoming work session and meeting agendas; status of loan negotiations; status of the first quarterly payment to the villages; plans for reopening facilities and safety measures to be taken; and the protocol to be followed if team members become ill and test positive for COVID-19.

8. Adjournment: Hearing no objections, the meeting was adjourned at 8:30 p.m.

Respectfully submitted,

Janet F. Loughran
Executive Assistant to the President/CEO