

**Minutes of the
BOARD OF DIRECTORS MEETING
Held July 23, 2020**

Approved September 24, 2020

A virtual meeting of Columbia Association's Board of Directors was held on Thursday, July 23, 2020. Participating in the meeting were Chairman Andrew Stack, Vice Chair Virginia Thomas, and members Dick Boulton, Renee DuBois, Jessamine Duvall, Lin Eagan, Janet Evans, Alan Klein, President/CEO Milton W. Matthews, Nancy McCord, and Shari Zaret. Also participating were Vice President/CFO Susan Krabbe and CIO Chuck Thompson.

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 **Board of Directors** held a closed virtual work session on July 2, 2020. Participating were Chairman Andrew Stack, Vice Chair Virginia Thomas, and members Dick Boulton, Renee DuBois, Jessamine Duvall, Lin Eagan, Alan Klein, Nancy McCord, and Shari Zaret. The vote to close the work session was 9-0-0.

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. The meeting was closed from 7:05 p.m. until 8:55 p.m. to discuss a personnel matter.

CA's **Risk Management Committee** held a closed virtual meeting on July 9, 2020. Participating were Jessamine Duvall, Lin Eagan, Susan Krabbe, Milton W. Matthews, and Richard Shaw. Also present were Renee DuBois, Sheri Fanaroff, Andrew Stack, and Virginia Thomas. 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 6:02 p.m. until 6:48 p.m. to review the general liability risk management program status and claims activity.

The **Architectural Resource Committee** held a closed virtual meeting on July 13, 2020. Members participating were Deb Bach, Ed Gordon, Anne McKissick, Carl McKinney, and Sheri Fanaroff. Others present were Tina Addo, Lisa Colavita, Debbie Nix, Laura Parrish, and Devora Wilkinson. 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 1:06 p.m. until 2:00 p.m. for discussion of new and ongoing covenant cases.

CA's **Board of Directors** held a closed virtual work session on July 16, 2020. Participating were Chairman Andrew Stack, Vice Chair Virginia Thomas, and members Dick Boulton, Renee DuBois (joined at 6:05 p.m.), Jessamine Duvall, Lin Eagan, Janet Evans, Alan Klein, Milton W. Matthews, Nancy McCord, and Shari Zaret (joined at 6:13 p.m.). The vote to close the meeting was 8-0-0.

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; 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 homeowner association. The meeting was closed from 6:05 p.m. until 6:54 p.m. to discuss a potential contract and legal issue.

The **Audit Committee** held a closed virtual meeting on July 20, 2020. Participating were Chairman James Young and members Dick Boulton, Renee DuBois, Janet Evans, and Timothy Redmond. 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 8:13 p.m. until 9:54 p.m. for CliftonLarsonAllen's review of internal controls and other communication with the Office of Audit and Advisory Services.

3. Approval of Agenda

Action: Ms. Thomas moved to approve the agenda, seconded by Ms. McCord. Prior to the vote, Ms. Zaret requested a change to the draft minutes of the June 25, 2020 Board meeting. The Chair moved approval of the draft minutes of the June 25, 2020 Board meeting from the Consent Agenda to Board Votes to allow further discussion. Mr. Klein also expressed concern regarding the method being used for Resident Speakout. The Chair called for a vote to approve the amended agenda. The amended agenda was approved by a vote of 8-2-0.

For: Messrs. Boulton and Stack, and Mmes. Duvall, Eagan, Evans, McCord, Thomas, and Zaret
Against: Mr. Klein and Ms. DuBois
Abstain: none

4. Resident Speakout: name and topic

- Kurt Blodgett – Enforcement of mask policy for gym visitors
- Rosalind Danner – Budget questions about increases in technology supplies/expenses and insurance and taxes expenses
- Steve Snelgrove – Symphony of Lights

5. Consent Agenda

- b) Approval of the Kings Contrivance Association representative to the Watershed Advisory Committee
- c) Recommendation re: a CA Board Ad Hoc Communications Working Group
- d) Recommendation re: Live Streaming of Open CA Board Work Sessions

6. Board Votes

- a) Budget Schedule for FY 2022

Action: Ms. McCord moved to approve the proposed Budget Schedule for FY 2022. Ms. Evans seconded the motion. The Chair asked if there were any objections. Hearing none, the motion was approved unanimously.

- b) Approval of Minutes – June 25, 2020

Action: Ms. Zaret asked that lines 166-167 be deleted, as her comments were not made at that time in the meeting. Confirming that the change would be made, the Chair asked if there were any objections to the amended minutes. Hearing none, the amended minutes were approved unanimously.

7. Board Discussion

- a) Pre-filed State Legislation – none
- b) CA IT and Virtual Meetings

Mr. Thompson described the use of Google Meet for CA's virtual Board meetings and work sessions. He emphasized best practices in the industry, and noted the importance of security measures implemented by both Google and CA for protection. Discussion centered on whether access to virtual work sessions and meetings should be provided to external participants.

8. Chairman's Remarks

Mr. Stack provided a written report.

9. Reports/Presentations

a) Report from the President

Mr. Matthews provided a report in writing. Mr. Klein inquired about gym participants wearing masks. Mr. Burns provided information on current COVID-19 research and ongoing staff discussions.

b) Report from the CA Representatives to the Inner Arbor Trust Board of Directors

Ms. Eagan provided a report in writing.

c) Financial Reports

1) FY 2020 Audited Financial Statements

Independent Auditors have audited CA's FY 2020 finances and met with the Audit Committee. The independent auditors provided a clean opinion regarding FY 2020.

2) FY 2020 4th Quarter Financial Report

Ms. Krabbe referred to her memo, which provided the link on CA's website where the report can be found.

10. Tracking Forms

a) Board Requests – No comments were received.

b) Resident Requests – Concerns of Ms. Danner will be added to the form and addressed by Ms. Krabbe.

11. Possible New Topics

Ms. McCord proposed a new topic re: members under the age of 60 attending Senior-designated times of exercise at the Columbia Athletic Club. Discussion ensued, with several Board members suggesting input from CA's medical director and others regarding any issues associated with mixing different age groups in a designated age-specific exercise time.

Action: The Chair asked if there were any objections to adding this topic to the agenda of an upcoming Board work session and/or meeting. Hearing none, the topic will be added to the Agenda Topics Log.

12. Talking Points – Provided by Ms. Butler.

13. Adjournment – The meeting was adjourned at 9:25 p.m.

Respectfully submitted,

Bonnie F. Butler
Recording Secretary