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DRAFT
Minutes of the
BOARD OF DIRECTORS MEETING
Held: June 25, 2020

To be approved: July 23, 2020

A virtual meeting of the Columbia Association Board of Directors was held on Thursday, June 25, 2020. Participating were Chairman Andy Stack, Vice Chair Virginia Thomas, and members Dick Boulton, Renee DuBois, Jessamine Duvall, Lin Eagan, Janet Evans, Alan Klein, Milton W. Matthews, Nancy McCord, and Shari Zaret. Other participants were CA Vice President/CFO Susan Krabbe; General Counsel Sheri Fanaroff; Director, Office of Planning and Community Affairs Kristin Russell; and Senior Community Planner Jessica Bellah.

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 were participating. Mr. Stack noted that both video and audio of the virtual meeting were being streamed, enabling anyone using the link to the meeting on CA's website to see and hear the proceedings.

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

CA's **Board of Directors** held a virtual closed meeting on June 4, 2020. Participating were Chairman Andy Stack, Vice Chair Virginia Thomas, and members Dick Boulton, Renee DuBois, Jessamine Duvall, Lin Eagan, Janet Evans, Alan Klein, Milton W. Matthews, Nancy McCord, and Shari Zaret. The vote to close the meeting, which was taken at the May 28, 2020 Board of Directors meeting, was 10-0-0.

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

The closed work session was authorized under the Maryland Homeowners Act, Md. Code, Real Property §11B-111(4)(i), Discussion of matters pertaining to employees and personnel. The work session was closed from 7:02 p.m. until 9:32 p.m. to discuss personnel issues related to the FY 2021 operating budget.

The **Audit Committee** held a virtual meeting on June 22, 2020. Members participating were James Young, Timothy Redmond, Dick Boulton, Renee DuBois, and Janet Evans. The vote to close the meeting was 5-0-0.

For: Messrs. Boulton, Redmond, and Young; and Mmes. DuBois and Evans
Against: none
Abstain: none

The closed meeting was authorized under the Maryland Homeowners 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 work session was closed from 7:31 p.m. until 8:52 p.m. to review audit reports and consult with staff personnel on legal matters.

CA's **Board of Directors** held a virtual work session on June 24, 2020. Members participating were Chairman Andy Stack, Vice Chair Virginia Thomas, and members Dick Boulton (joined at 6:05 p.m.), Renee Du Bois, Jessamine Duvall, Lin Eagan, Janet Evans, Alan Klein, Milton W. Matthews, Nancy McCord, and Shari Zaret (joined at 6:37 p.m.). The vote to close the work session was 8-0-0.

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

53 **3. Approval of Agenda**

54 **Action:** Mr. Boulton moved to approve the agenda. Ms. McCord seconded the motion. Prior to the vote, Mr.
55 Klein expressed concern regarding the method being used for Resident Speakout, and the non-
56 streaming of work sessions. The vote to approve the agenda was 9-1-0.
57 For: Messrs. Boulton and Stack, and Mmes. DuBois, Duvall, Eagan, Evans, McCord, Thomas, and
58 Zaret
59 Against: Mr. Klein
60 Abstain: none
61

62 **4. Resident Speakout:**

63 Chris Toscano, Oakland Mills, spoke about the decision not to open CA’s outdoor pools this summer
64 Joel Hurewitz, Harper’s Choice, spoke about not streaming CA’s work sessions and e-scooters
65

66 **5. Consent Agenda:**

67 The following items were approved by consent:
68 (a) Approval of Minutes – May 14, 2020 BOD meeting and the May 28, 2020 BOD meeting;
69 (b) Appointment of the representative from Oakland Mills to the Watershed Advisory Committee; and
70 (c) Talbott Springs Temporary Construction Easement (TCE) and Outfall Easement; and Tamar Drive
71 Roundabout Easement
72

73 **6. Board Votes**

74 (a) Policy on E-Scooters
75 Ms. Bellah reviewed the two policies on which CA’s Board of Directors was asked to vote. The first policy
76 would be to update CA’s open space policies to treat electric scooters (e-scooters) as electric bicycles in line
77 with Maryland’s transportation guidance. The second policy would be to allow commercial e-scooter
78 sharing services to operate on CA’s pathways, subject to a license agreement with the parties.
79

80 Discussion focused on a number of issues, including how to enforce provisions of the policy such as speed;
81 ensuring e-scooters do not operate on areas designated for pedestrian use only; ensuring e-scooters are not
82 abandoned for lengthy periods on pathways; maintenance of pathways that might be damaged by e-scooters;
83 and indemnification of liability to CA. Some Board members favored a pilot project that would allow e-
84 scooters to operate on pathways in Downtown and Gateway to assess the effects on CA property and other
85 pathway users.
86

87 Mr. Bolton made a motion to authorize CA staff to continue to talk with the scooter company and to come
88 back with a proposed contract that CA’s Board of Directors could review. Ms. Zaret seconded the motion.
89 Ms. Thomas asked if Mr. Boulton would accept a friendly amendment limiting this to the Downtown and
90 Columbia Gateway areas. After discussion, Ms. Thomas offered an amendment stating “that, however, the
91 area to be covered will be limited to Downtown and Gateway.” Mr. Boulton agreed to the friendly
92 amendment.
93

94 Mr. Klein proposed an amendment to this proposal that “we add at the beginning the language that is on
95 page 2 of the staff memo entitled ‘CA Policy-Electronic Scooter Operations on CA Pathways’ (dated May
96 20, 2020) and we add in points a), b), and c), with the addition in point a) that we add in language that states
97 CA’s policy specifically applies the use of privately-owned electronic low-speed scooters.” Mr. Stack
98 seconded Mr. Klein’s proposed amendment.
99

100 Discussion ensued regarding the speed at which e-scooters would or could operate. Attention was called to
101 the “New Policy Language” on the page entitled “CA Board Votes: A) Update on CA open space policy to
102 consider s-scooters as electric bicycles.” Under “New Policy Language,” Mr. Klein suggested adding
103 “privately owned and operated” between the words “any” and “motorized” and have that amended
104 paragraph be his proposed amendment to Mr. Boulton’s original motion.

105 **Action:** Mr. Stack called for a vote on Mr. Klein’s amendment to Mr. Boulton’s original motion. The
106 amendment failed by a vote of 5-5-0.

107 For: Messrs. Klein and Stack, and Mmes. DuBois, Eagan, and Evans
108 Against: Mr. Boulton and Mmes. Duvall, McCord, Thomas, and Zaret
109 Abstain: None

110
111 **Action:** Mr. Stack called for a vote on Mr. Boulton’s original motion (to authorize CA staff to continue to
112 talk with the scooter company and to come back with a proposed contract, covering the area of Downtown
113 and Gateway, that CA’s Board of Directors could review). The motion passed by a vote of 9-1-0.

114 For: Messrs. Boulton, Klein, and Stack, and Mmes. DuBois, Eagan, Evans, McCord, Thomas, and
115 Zaret
116 Against: Ms. Duvall
117 Abstain: None

118
119 **Action:** Mr. Stack made a motion that CA’s Board adopt the “New Policy Language” with the addition of
120 “privately owned and operated” between the words “any” and “motorized” in the second sentence. Mr.
121 Klein seconded the motion. The motion failed by a vote of 3-7-0.

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

125
126 **Action:** Ms. Duvall moved that CA’s Board of Directors adopt the “New Policy Language” as written by
127 CA staff with no changes. Ms. DuBois seconded the motion. The motion failed by a vote of 5-5-0.

128 For: Messrs. Klein and Stack, and Mmes. DuBois, Duvall, and Eagan
129 Against: Mr. Boulton and Mmes. Evans, McCord, Thomas, and Zaret
130 Abstain: None

131
132 **Action:** Ms. Evans made a motion to adopt the “New Policy Language” with language limiting e-scooters to
133 Downtown and Gateway. There was no second to the motion, and a vote was not taken.

134
135 (b) Form – Proposed New Topics for Board Discussion

136 Ms. Thomas moved that CA’s Board of Directors adopt the Proposed New Topics for Board Discussion
137 form proposed by Ms. Evans. Ms. Zaret seconded the motion. Hearing no objections, the form was adopted
138 unanimously.

139
140 **7. Board Discussion – Future of Columbia Association – Focused on FY 2022**

141 Ms. Zaret led a discussion designed to give direction to CA’s Board of Directors as it plans CA’s post-pandemic
142 future. Discussion centered on identifying CA’s stakeholders; organizational values and foundational principles;
143 accomplishments in the last 20 years; items which CA wished it had accomplished in the last 20 years; and CA’s
144 challenges and opportunities, together with constraints, as it looks to the future. Ms. Zaret will compile the
145 comments and prepare a list of the words heard during the discussion to which the Board can refer as it plans for
146 the future.

147
148 **8. Chairman’s Remarks**

149 Mr. Stack called attention to his written report. In addition, he noted that staff at the Supreme Sports Club were
150 very friendly and welcoming upon the club’s reopening. Physical distancing measures were in place and visibly
151 noticeable.

152
153 **9. Reports/Presentations**

154 (a) President’s Report

155 Mr. Stack called attention to Mr. Matthews’ written report. A question was asked about the timing of the
156 reopening of the Teen Center.

158 A question was also asked about the \$10 per month fee to freeze a membership. Discussion focused on the
159 timing of the notice, and whether members could cancel a membership and then reactivate it at a later date.
160 Ms. DuBois noted that a motion could be made to waive the three-reading rule, followed by a motion to
161 waive the \$10 per month fee.

162
163 **Action:** Ms. DuBois moved to waive the three-reading rule. The motion was seconded by Ms. McCord.
164 Discussion centered on getting more information about the situation before taking a vote, the financial
165 impact of eliminating the freeze fee, any impact the fee might have on membership retention, and better
166 communication about the rationale for the fee. Ms. Zaret suggested creating a work group composed of an
167 equal number of Board and staff members to address communications on this and other issues.

168
169 Mr. Stack called for a vote on Ms. DuBois' motion to waive the three-reading rule, with the intent of
170 making a second motion to waive the \$10 per month freeze fee. He noted that a two-thirds majority vote
171 would be needed to proceed with the second motion. The motion to waive the three-reading rule failed by a
172 vote of 3-7-0.

173 For: Mr. Klein and Mmes. DuBois and McCord
174 Against: Messrs. Boulton and Stack, and Mmes. Duvall, Eagan, Evans, Thomas, and Zaret
175 Abstain: none
176

177 Mr. Stack then asked if anyone was opposed to creating a working group to address communications. In
178 lieu of creating a group that evening, Ms. Zaret will write up her idea using the "Proposed New Topics for
179 Board Discussion" form and submit it for the Board's consideration.

180
181 (b) Report from the CA Representatives to the Inner Arbor Trust Board of Directors – A written report was
182 submitted.

183
184 (c) Financial Reports – None
185

186 **10. Tracking Forms**

- 187 (a) Board Requests – No submissions have been received.
188 (b) Resident Requests – No submissions have been received.
189

190 **11. Proposed New Topics**

- 191 (a) Shari Zaret – Communications Working Group
192 (b) Nancy McCord – Meeting with the village managers, et al needs to be scheduled
193

194 **12. Talking Points - Deferred**

195
196 **13. Adjournment:** Without objection, the meeting was adjourned at 10:19 p.m.
197

198 Respectfully submitted,

199
200 Janet F. Loughran
201 Executive Assistant to the President/CEO