

DRAFT MINUTES
BOARD OPERATIONS COMMITTEE MEETING
AUGUST 31, 2020

To Be Approved: November 30, 2020

A virtual meeting of the Board Operations Committee (BOC) was held on Monday, August 31, 2020. Voting members of the BOC participating in the meeting were Andrew Stack, Virginia Thomas, Jessamine Duvall, and Lin Eagan. Also present were Board members Dick Boulton, Renee DuBois, Janet Evans, Alan Klein, Nancy McCord, and Shari Zaret; Vice President/CFO Susan Krabbe; General Counsel Sheri Fanaroff; and Chief Staff Liaison Janet Loughran.

1. Call to Order

The meeting was called to order at 7:00 p.m. by the chairman, Andrew Stack. Mr. Stack read prepared remarks outlining how the meeting would be conducted, and then proceeded with a roll call to verify which Directors were participating as members of the BOC.

2. Approval of Agenda

Mr. Stack indicated that, following item 4 on the BOC agenda (review of the proposed agendas for the upcoming September-November 2020 Board of Directors work sessions and meetings), he would like to have a discussion regarding two proposed new agenda topics received from Ms. Evans. He then asked if there was a motion to approve the agenda. Ms. Thomas moved to approve the amended agenda.

Ms. Zaret then proposed that the meeting go into closed session at 8:00 p.m. Ms. McCord seconded Ms. Zaret's proposal. Ms. Zaret noted that several Board members asked for a closed meeting to set the agendas for the next three months, and that the session also needed to be closed for a discussion on personnel.

Ensuing discussion centered on several issues. It was noted the meeting in progress was a Board Operations Committee meeting rather than a Board of Directors meeting. Notice of a closed Board meeting had not been provided in advance; some Board members were unaware that a closed Board meeting was going to be called and were uncertain as to its purpose; and concern was expressed about possible non-compliance with HOA regulations. Mr. Stack also said he had not received any requests for a closed Board of Directors meeting.

Noting that the BOC meeting was in progress, was being recorded, and that a motion to approve the agenda had been made, it was decided to proceed with the BOC meeting.

2. Approval of Agenda (cont'd)

Ms. Eagan seconded Ms. Thomas' motion to approve the amended agenda. The motion was approved unanimously.

3. Approval of Minutes – June 1, 2020

The minutes of the June 1, 2020 BOC meeting were approved by consent.

46 **4. Finalize Proposed Agendas for upcoming Board of Directors Work Sessions and Meetings**

47 **(a) Review Proposed Agenda – September 10, 2020 Board of Directors Work Session**

48 The BOC reviewed the proposed agenda for the September 10, 2020 Board of Directors Work
49 Session. It was suggested that item 4(a), “Fiscal Year 2022 Budget Discussion,” be moved to
50 the last topic on the work session agenda since it had the largest time allocation. It was also
51 suggested that “Guidance on membership rates” be listed as a separate topic on the agenda.
52 The order of topics to be discussed was changed to list the administrative topics first, followed
53 by the financial- and budget-related topics.

54 **Action:** Ms. Thomas moved to approve the amended agenda, seconded by Ms. Duvall. The
55 BOC approved amended agenda unanimously.

56
57 **(b) Review Proposed Agenda – September 24, 2020 Board of Directors Meeting**

58 The BOC reviewed the proposed agenda for the September 24, 2020 Board of Directors
59 meeting. Discussion focused on the title for item 6(f) concerning e-scooters and the exact
60 document on which the Board was being asked to vote. It was decided to add “Policy on e-
61 scooters” as a discussion item on the September 10, 2020 work session agenda; and to change
62 the title of item 6(f) to “Policy for e-scooters.”

63 **Action:** Ms. Thomas moved to approve the proposed agenda, with the revised title to
64 item 6(f). Ms. Eagan seconded the motion, which was approved unanimously by the BOC.

65
66 **(c) Review Proposed Agenda – October 8, 2020 Board of Directors Work Session**

67 The BOC reviewed the proposed agenda for the October 8, 2020 Board of Directors work
68 session. It was suggested that an “operations plan going forward” be included as a discussion
69 topic. Such a document would be based on events and decisions made from mid-March
70 through the summer; include possible situations which might be encountered if CA’s financial
71 situation stayed the same, or worsened, during the remaining fiscal year; and it could contain
72 “best case,” “likely,” and “worst cast” scenarios. Information on the financial structure of CA
73 could also be included. The topic was added as item 4(b) on the proposed agenda, with a time
74 allocation of 30 minutes.

75
76 The time allocation for the discussion on the input received regarding the mission and core
77 values of CA for FY 2022 was reduced to 30 minutes to accommodate the addition of the
78 “operations plan” topic.

79
80 **Action:** Ms. Thomas moved to approve the amended proposed agenda for the
81 October 8, 2020 Board of Directors work session. Ms. Eagan seconded. The BOC approved the
82 amended proposed agenda unanimously.

83
84 **(d) Review Proposed Agenda – October 22, 2020 Board of Directors Meeting**

85 The BOC reviewed the proposed agenda for the October 22, 2020 Board of Directors meeting.
86 Item 6(b), which was a blank placeholder, will be deleted from the agenda.

87 **Action:** Ms. Thomas moved to approve the proposed agenda for the October 22, 2020 Board
88 of Directors meeting. Ms. Eagan seconded. The BOC approved the proposed agenda
89 unanimously.

90

91 **(e) Review Proposed Agenda – October 29, 2020 Board of Directors Budget Work Session**

92 The BOC reviewed the proposed agenda for the October 29, 2020 Board of Directors Budget
93 Work Session. A request was made to add time for additional discussion on the “operations
94 plan going forward.” The topic was added as item 4(a) and the total time allocation for the
95 FY 2022 budget discussion was increased to 120 minutes.
96

97 Concern was expressed that straw votes should not be included on the agenda since votes are
98 not taken during work sessions. After discussion, it was decided to use the term “Sense of the
99 Board” instead and delete all references to straw votes.
100

101 **Action:** Ms. Thomas moved to approve the amended proposed agenda for the
102 October 29, 2020 Board of Directors meeting. Ms. Eagan seconded. The BOC approved the
103 amended proposed agenda unanimously.
104

105 **(f) Review Proposed Agenda – November 12, 2020 Board of Directors Work Session & Meeting**

106 The BOC reviewed the proposed agendas for the November 12, 2020 Board of Directors work
107 session and meeting. A suggestion was made to combine the two agendas into one and have a
108 Board of Directors meeting only. The agenda will include a section for discussion of topics
109 normally taking place at a work session.

110 **Action:** Ms. Thomas moved to approve the suggestion to combine the two proposed agendas
111 into a one agenda for a Board of Director meeting. Ms. Eagan seconded. The BOC approved
112 the motion unanimously.
113

114 **5. Proposed New Topics**

115 **(a) Proposal from Janet Evans – “Half-Day in-person (socially distanced) Values conversation to**
116 **[make] informed budget decisions”**

117 Ms. Evans proposed a half-day session that would help the Board understand how budget
118 decisions are made. Information to be covered would include, but not be limited to, CA’s
119 overhead costs and fixed costs, which programs generate revenue and which do not, whether
120 programs can be re-evaluated for efficacy and/or revamped to be more profitable, how CA
121 can make decisions affecting the community and the organization and still adhere to CA’s
122 values and strategic objectives, and how decisions can be communicated effectively.
123

124 It was suggested the half-day session be held on a Saturday sometime between mid- to late-
125 September and early- to mid-October. Details on the date, time, location, and whether the
126 session would be indoors or outside will have to be determined. The role of technology also
127 needs to be addressed. Mr. Stack will send a Doodle poll to determine dates on which Board
128 members are available. Board members were asked to submit any questions to which they
129 need responses from staff to Mr. Stack by Thursday, September 3.
130

131 **(b) Proposal from Janet Evans - Virtual Town Hall Meeting**

132 On behalf of Columbia residents, Ms. Evans proposed that CA hold a virtual town hall meeting
133 so residents could questions in real time, hear questions from other residents, and feel that
134 CA is being transparent and sharing information.
135

136 Board members were in favor of the idea, but acknowledged that much work and planning
137 would be needed to hold such an event. Mr. Stack asked Mmes. Evans and Zaret to elaborate
138 on the proposal, and come back to the Board for additional discussion and clarification on the
139 suggestion. The role of technology will also be explored.

140

141 **6. Administrative Items:** None

142

143 **7. Talking Points:** The Talking Points were read by the Chief Staff Liaison.

144

145 **8. Adjournment:** The meeting adjourned at 9:06 p.m.

146

147

148 Respectfully Submitted,

149

150 Janet F. Loughran

151 Chief Staff Liaison