

**Minutes of the
BOARD OF DIRECTORS MEETING
Held December 10, 2020**

Approved January 28, 2021

A virtual meeting of Columbia Association's Board of Directors was held on Thursday, December 10, 2020. Present were Chairman Andrew 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. Also present were CA Vice President/CFO Susan Krabbe and General Counsel Sheri Fanaroff.

1. Call to Order: The Board of Directors Meeting was called to order at 7:04 p.m. by Chairman Andrew Stack. Mr. Stack took a rollcall of 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 December 1, 2020. Members present were Chairman Andrew Stack, Vice Chair Virginia Thomas, 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 was 10-0-0.

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 7:03 p.m. until 9:07 p.m. for a discussion of legal matters regarding easements.

The **Audit Committee** held a closed virtual meeting on December 8, 2020. Members present were James Young, Tim Redmond, Renee DuBois, Janet Evans, and Dick Boulton. 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; 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 8:00 p.m. until 9:27 p.m. for a review of audit reports in consultation with staff personnel on legal matters.

3. Approval of Agenda

Action: Mr. Boulton moved to approve the agenda. Ms. Thomas seconded the motion.

Mr. Boulton then requested that item 5(b) on the Consent Agenda be removed and discussed at an upcoming closed Board meeting. Ms. Thomas requested that item 5(c)(3), Easements Shown on Recorded Plats for Howard County, be removed from the Consent Agenda. Mr. Stack moved that item to the Board Votes section as item 6(c). Mr. Stack asked if there were any objections to the proposed changes to the agenda. Hearing none, the amended agenda was approved.

4. Verbal Resident Speakout

Dave Simmons, Mary Kay Sigaty, and Robert Neal Marshall spoke about the Columbia Festival of the Arts

5. Consent Agenda

(a) Approval of Minutes – November 12, 2020 Board Meeting - Approved by consent

(c) Approval of Easement Requests

(1) Pedestrian Water Man Easement for Howard County (Village of Wilde Lake) – Approved by consent

(2) Stonebrook Public Sewer Easement for Howard County (Village of Kings Contrivance) – Approved by consent

6. Board Votes

(a) IRS Form 990

Action: Ms. Dubois moved approve Form 990, together with its updated page. Mr. Boulton seconded the motion. Mr. Stack asked if there were any objections. Hearing none, IRS Form 990 was approved.

(b) Independent Auditors for FY 2021

Action: Ms. Boulton moved that CliftonLarsonAllen continue as external auditors for FY 2021. Ms. Duvall seconded the motion, which was approved by a vote of 9-1-0

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

Against: Ms. Dubois

Abstain: None

(c) Easements Shown on Recorded Plats for Howard County (Columbia Wide)

Action: Ms. Duvall moved that Easements Shown on Recorded Plats for Howard County (Columbia Wide) be approved. Mr. Boulton seconded the motion, which was approved by a vote of 9-0-1.

For: Messrs. Boulton, Klein, and Stack, and Mmes. Dubois, Duvall, Eagan, Evans, McCord, and Zaret

Against: None

Abstain: Ms. Thomas

7. Board Discussion

(a) Easement Requests

(1) Roslyn Rise Fire Access Easement (Village of Wilde Lake)

The Board discussed the easement request, which will be added to the consent agenda for the January 28, 2021 Board meeting.

(2) Wetland Studies and Solutions Stream Restoration and Access Easement (Village of Long Reach)

The Board discussed the easement request, which will be added to the consent agenda for the January 28, 2021 Board meeting.

(b) Inner Arbor Trust Concept Plan

Nina Basu, president and CEO of the Inner Arbor Trust, discussed a multiphase concept plan for Symphony Woods. This topic will appear on the agenda for the January 14, 2021 BOD work session for discussion and on the agenda for the January 28, 2021 BOD meeting for a vote.

(c) Board Members Ideas re: Format/Structure for the Virtual Town Hall on January 21, 2021

Suggestions for the format included listening, sharing of facts, break-out sessions, and COVID-19 guidance from CA's Medical Director.

(d) Status Report on the Fiscal Year 2021 Operating Budget

Ms. Krabbe noted the report covering FY 2021 financials through October 31, 2020 will be posted on CA's website. The report covering financials through November 30, 2020 is not yet available.

(e) Pre-filed State Legislation – None at present

(f) Most Recent Development Tracker

Ms. Bellah and Ms. Russell discussed the report. They noted that the Planning Board postponed the Cedar Creek Bridge and Trail meeting, with a future date to be announced.

(g) Capital Projects and Open Space Updates

Mr. Mattey discussed the report.

8. Chairman's Remarks

(a) Mr. Stack provided a written report.

(b) Update on President/CEO Search

Monica McMellon-Ajayi provided an update on the search, which began in October. Resumes are being collected and reviewed. Semi-finalists will be selected in late December and asked to provide additional information in January. Finalists are anticipated to be selected in early February and will continue with the interview process. The current timeline projects an employment offer to be made in early March 2021.

9. Reports/Presentations

(a) President's Report

The "Year in Review" was provided in writing.

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

A written report was provided.

(c) Financial Reports

1. FY 2021 2nd Quarter Financial Report

The report was reviewed by the Audit Committee at its December 8, 2020 meeting.

2. FY 2021 2nd Quarter Financial Statements

The statements were reviewed by the Audit Committee at its December 8, 2020 meeting.

10. Tracking Forms

No additions were made to the forms.

11. Possible New Topics

Discussion centered on responses to inquiries regarding the Symphony of Lights issue.

12. Talking Points – Ms. Butler recited the talking points.

13. Adjournment – The meeting was adjourned at 9:31 p.m.

Respectfully submitted,

Bonnie Butler
Recording Secretary