

**Minutes of the
BOARD OF DIRECTORS MEETING
Held July 22, 2021**

Approved September 23, 2021

A hybrid virtual and in person meeting of Columbia Association's Board of Directors was held on Thursday, June 24, 2021. Present were Chairperson Janet Evans, Vice Chair Virginia Thomas, and members Dick Boulton, CA President/CEO Lakey Boyd, Renee DuBois, Jessamine Duvall, Lin Eagan (arrived 8:29 p.m.), Christine (Tina) Horn, Alan Klein, Andrew Stack, and Shari Zaret. Also in attendance was CA Vice President/CFO Susan Krabbe.

- 1. Call to Order:** The Board of Directors Meeting was called to order at 7:00 p.m. by Chairperson Janet Evans.
- (a) The meeting was being held in a hybrid format, both virtually and in person at the CA Headquarters.
 - (b) Ms. Evans took roll of the directors in attendance.
 - (c) All attendees were reminded that the meeting was being live-streamed and being recorded with links available on the CA website.
 - (d) The Timekeeper was Ms. Duvall.

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

Note: these items were presented by Ms. Evans just before the conclusion of the meeting.

The **Audit Committee** held a closed meeting on June 28, 2021. Members present were Dick Boulton, Renee DuBois, Tim Redmond, Andrew Stack, and James Young. 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 7:23 p.m. until 9:24 p.m. for review several internal audit reports and consultation with staff personnel on legal matters.

The **Architectural Resource Committee** held a closed virtual meeting on July 12, 2021. Members present were Kristin Russell, Deb Bach, Ed Gordon, and Susan Sloan. The vote to close the meeting was 4-0-0.

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 1:03 p.m. until 1:44 p.m. to discuss new and ongoing covenant cases.

CA's **Board of Directors** held a closed virtual meeting on July 16, 2021. Members present were Chairperson Janet Evans, Vice Chair Virginia Thomas, Dick Boulton, Lakey Boyd, Renee DuBois, Jessamine Duvall, Lin Eagan, Tina Horn, Alan Klein, Andrew Stack, 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)(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 9:00 p.m. until 10:28 p.m. to discuss progress on Symphony of Lights 2021 and to decide on bonus calculation.

The **Audit Committee** held a closed meeting on July 20, 2021. Members present were Dick Boulton, Renee DuBois, Tim Redmond, Andrew Stack, and James Young. 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 7:40 p.m. until 9:20 p.m. to review internal control matters with Clifton Carson and Allen and the communication with the Office of Audit and Advisory Services.

3. Approval of Agenda

Ms. Evans referenced an email discussion to amend the agenda to remove 10 minutes from 7(a) Dashboard and add it to Section 9 - Reports and Presentations.

Action: Ms. Thomas moved to approve the agenda as amended. Ms. Horn seconded the motion.

For: Messrs. Boulton, Klein and Stack, and Mmes. DuBois, Duvall, Evans, Horn, Thomas, and Zaret

Against: None

Abstain: None

The amended agenda was approved unanimously.

4. Verbal Resident Speakout –

- Nina Basu of IAT spoke about their reopening, free to attend community and family programming, their fundraising gala, and capital improvement of popular picnic tables, conservation landscaping, with a second pathway under way.

5. Consent Agenda

(a) Approval of Minutes – June 24 and July 8, 2021 Board Meetings - Approved by consent

6. Board Votes

(a) FY 2023 Budget Schedule

Action: Ms. Thomas moved to approve FY 2023 Budget Schedule. Mr. Stack seconded the motion, which passed with a unanimous vote of 9-0-0.

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

Against: None

Abstain: None

(b) Villages' Financial Cap

Action: Ms. Thomas moved to accept the Villages' Financials Cap, based on the memo from Ms. Krabbe entitled Villages' FY21 Excess Cash Reserves. Mr. Stack seconded the motion. Discussion began.

Ms. Thomas proposed an amendment to #2 on page 4. "CA will invest any excess funds in the Village from which it came with a focus on promoting environmental projects, clean and efficient energy, for example electric vehicle charge stations energy efficient improvements to buildings, solar panels, as some examples, and sustainable landscaping practices, for example Yards Alive landscaping, rain gardens, pollinator gardens, conservation plantings, invasive plant removal and reforestation, for example, as well as education and outreach to further advance environmentally sound projects and practices, which address climate vulnerability." Ms. Zarat seconded the motion.

After discussion about who would be responsible for implementation, the complexity or simplicity of the list provided, time limits assigned to the question, and alignment with Villages' feedback, Ms. Evans called the question for vote, which was 4-4-1, and failed.

For: Messrs. Stack and Mmes. Dubois, Thomas, and Zaret
Against: Mr. Boulton and Mmes. Evans, Duvall, and Horn.
Abstain: Mr. Klein

Action: Mr. Boulton moved to drop the examples from the previous amendment to the Villages' FY21 Excess Cash Reserves in section 2 on page 4 and instead insert: "CA will invest any excess funds in the Village from which it came with a focus on promoting environmental projects." Ms. Horn seconded the motion, which passed with a vote of 5-3-1.

For: Messrs. Boulton and Stack, and Mmes. Duvall, Evans, and Horn
Against: Mmes. DuBois, Thomas and Zaret
Abstain: Mr. Klein

Action: Ms. Thomas moved to accept the amended Villages' Financials Cap, based on the memo from Ms. Krabbe entitled Villages' FY21 Excess Cash Reserves. Mr. Stack seconded the motion, which passed with a vote of 7-2-0.

For: Messrs. Boulton and Stack, and Mmes. Duvall, Evans, Horn, Thomas, and Zaret
Against: Mr. Klein and Ms. DuBois
Abstain: None

(b) President/CEO FY 2022 Goals and Objectives

Action: Mr. Stack moved to accept President/CEO FY 2022 Goals and Objectives. Ms. Thomas seconded the motion. Discussion began.

Action: Mr. Stack moved to amend President/CEO FY 2022 Goals and Objectives under Financial Leadership/Stewardship of Resources under Bullet 4, adding "insures external independent audit." This was seconded by Ms. DuBois and passed unanimously.

Action: Ms. Horn and Ms. Duvall wanted to add language relating to Diversity, Equity and Inclusion (DEI). Ms. Duvall moved to amend under Financial Leadership/Stewardship of Resources and Bullet #5, adding "including any ramifications for DEI" between "scenarios" and "to facilitate." This was seconded by Mr. Klein. The amendment passed with a vote of 5-4-0.

For: Mr. Klein, and Mmes. DuBois, Duvall, Horn, and Zaret
Against: Messrs. Boulton and Stack, and Ms. Thomas and Evans
Abstain: None

Action: Ms. Duvall moved to amend the Strategic Development page with an additional bullet: "Create, maintain, and measure an inclusive culture through communication, hiring practices, procurement practices, and data reporting." The motion was seconded by Ms. DuBois. Discussion centered around the idea that these concepts are covered already in the Strategic Plan. Ms. Evans called the vote, which failed with a vote of 4-5-0.

For: Mr. Klein, and Mmes. DuBois, Duvall, and Horn.
Against: Messrs. Boulton and Stack, and Ms. Evans, Thomas, and Zaret
Abstain: None

Action: Ms. Duvall moved to amend the Strategic Development page with an addition to Bullet 5: "ramifications for DEI" between "factors," and "and adjusts." The motion was seconded by Ms. DuBois and it passed with the vote of 8-1-0.

For: Messrs. Klein and Stack, and Mmes. DuBois, Duvall, Evans, Horn, Thomas and Zaret.

Against: Mr. Boulton

Abstain: None

Action: Ms. Duvall moved to amend the Ethics, Leadership and Culture page with an additional bullet: “Establish and clearly communicate specific and time-bound goals with regards for DEI.” The motion was seconded by Ms. Duvall. There was discussion that the amendment belonged under the Bullet 5, but it was not accepted by Ms. Duvall. The motion passed with a vote of 8-1-0.

For: Mr. Klein and Stack, and Mmes. DuBois, Duvall, Evans, Horn, Thomas and Zaret.

Against: Messrs. Boulton

Abstain: None

Action: Ms. Thomas moved to accept the President /CEO FY 2022 Goals and Objectives with amendments. This was seconded by Mr. Stack and passed unanimously.

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

Against: None

Abstain: None

7. Board Discussion

(a) Dashboard – Presented by Susan Krabbe, with Clearbridge survey presented by Dan Burns.

Note: Sound was not working with the transmission from the Board room from 8:01 p.m. to 8:03 p.m. Sound was working during that time amongst online attendees.

Ms. Krabbe was asked about the market share decrease and she stated that the goal is to regain 50% of what was lost; Mr. Stack clarified that an additional component of non-CA residents was not reflected in this style report.

Mr. Burns stated that it was a very strong Clearbridge survey, which dates from the April 21, 2021 timeframe, and there was an increase in positivity of responders. He also responded to a question that staffing has been difficult in aquatics and golf, plus specialty positions, like trainers.

Ms. Boyd clarified that hourly positions were hit hardest and that the CA pay rates are competitive. When questioned about Dasher Green pool opening, Ms. Boyd responded that staff evaluated pertinent factors about the two pools in question and Faulkner Ridge pool was chosen to open first. Staff then found that staffing the Dasher Green pool and opening it with the limited amount of summer days remaining made it impossible. Additionally, Mr. Burns stated that some pools will begin to close in mid-August due to staff returning to school.

(b) Board Priority Review – Ms. Evans stated that the first two items have been completed. Regarding a July 22 item, the subcommittee for Symphony Woods will look at what to think about with easements. Regarding the other July 22 item, when brainstorming about determining target channels for outreach, it was suggested to have a purpose in reaching (potential or existing) stakeholders and bringing them to the conversation.

Note: Ms. Eagan joined virtually at 8:29 p.m.

(c) Communications and Marketing Update – Tim Pinel used a slide show which demonstrated how they are setting the direction and understanding stakeholders’ partnership. This included descriptions about Communication – getting out of the comfort zone; Customer Care – numbers served; Marketing – doing more with what they have; and Website – aligning with needs of programs and customers.

8. Questions Only

(a) Chair's Remarks - Ms. Evans provided a written report.

(b) President's Report - Ms. Boyd provided a written report.

Ms. Horn asked about the DEI Committee and nametags with pronouns for the Board. Ms. Boyd replied that this initiative is already in the works CA-wide. Mr. Stack asked ways to reduce the use of staff time and how this use of time is accomplished; Ms. Boyd replied that a means to manage time requests is in the works. Ms. Evans added that it would increase transparency for Board requests.

(c) Report from the CA Representatives to the Inner Arbor Trust Board of Directors – Provided written report.

(d) Pre-filed Legislation – None, per written message by Karen Turcan

(e) New Town Charrette – No Change, per written message by Kristin Russell

(f) Tracking Forms –

(i) Board Requests – No new requests or changes

(ii) Resident Requests – No new requests or changes. Joel Hurewitz's previous question about Board voting procedures was closed as of June 28, 2021.

9. Reports/Presentations –

(a) FY2021 Audited Financials

Mr. Stack spoke for the Audit Committee and the report of Clifton Larson and Allen. This report had a positive outcome and was unmodified. The auditors found good cooperation from staff, who prepared the information for review, according to Ms. Krabbe.

(b) FY 2021 Fourth Quarter Financial Report

Ms. Krabbe mentioned that it is the same format performed quarterly, put into draft, and presented to the Board, with major programs, activities, and line items of the actual budget. Most variances can be attributed to COVID-19. The closing of Haven on the Lake created a one-time loss, but it is partially offset by a sublease.

10. Proposed New Topics

- Ms. Duvall requested a discussion of Board financial oversight.
- Ms. Thomas asked Ms. Boyd to look at the request for a CA Advisory Committee study, which did not make the Board calendar or tracking; she wants discussion of how they are appointed, for example.
- Ms. Thomas asked for the Board to explore with Villages about returned funds to go to environmental issues.

All three ideas received thumbs up by the Board for future inclusion.

Note: Ms. Evans presented Section 2 – Announcement of Closed/Special Meetings Held/To Be Held at this time.

11. Adjournment

Action: Motion to adjourn was made by Mr. Boulton, with a second by Ms. Horn. The motion was approved unanimously, and the meeting adjourned at 9:57 p.m.

Respectfully submitted,

Bonnie Butler
Recording Secretary