

**Minutes of the  
BOARD OF DIRECTORS MEETING  
Held April 28, 2022**

Approved May 26, 2022

Columbia Association's Board of Directors held a meeting on Thursday, April 28, 2022. Present were Chair Janet Evans, Vice Chair Virginia Thomas, and members Dick Boulton, Lakey Boyd, Jessamine Duvall, Lin Eagan, Eric Greenberg, Christine (Tina) Horn, Andrew Stack, Ashley Vaughan (attending virtually), and Shari Zaret. Staff members in attendance were Senior Vice President/CFO Susan Krabbe and General Counsel Michael Aniton.

**1. Call to Order:** The Board of Directors Meeting was called to order at 7:00 p.m. by Chair Janet Evans.

- (a) The meeting was being held in a hybrid format, both virtually and in-person at CA Headquarters for Board members.
- (b) Ms. Evans took roll of the directors in attendance.
- (c) All attendees and listeners/viewers 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**

CA's **Architectural Resource Committee** held a closed meeting on April 11, 2022. Members present were Michael Aniton, Deb Bach, Devora Wilkinson, Susan Sloan, and Ed Gordon. 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, consultant, attorneys, board members, or other persons in connection with pending or potential litigation or other legal matters. The meeting was closed from 1:16 p.m. until 2:35 p.m. to discuss new and on-going covenant cases.

The **Risk Management Committee** held a closed meeting on April 14, 2022. Members present were Lakey Boyd, Jessamine Duvall, Tina Horn, Susan Krabbe, Richard Shaw, and Ashley Vaughan. All Risk Management Committee meetings are closed per the charter. No vote was taken.

The closed meeting was authorized under the Maryland Homeowners Association Act, Md. Code, Real Property §11B-111(4)(iii) and (iv), Consultation with legal counsel on legal matters; and 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 6:00 p.m. until 6:55 p.m. to discuss preliminary insurance renewal data and the impact of claims, governance, and ethics matters on the general liability self-insurance program.

**3. Approval of Agenda**

**Action:** Ms. Thomas moved to approve the agenda, seconded by Ms. Horn. Ms. Evans asked if there were any objections. Mr. Boulton requested a minor correction to the minutes and asked that they be removed from the Consent Agenda. Ms. Evans asked for a motion to amend the agenda with the suggested change, which was made by Ms. Thomas and seconded by Ms. Horn. The vote to approve the amended agenda was unanimous.

**4. Verbal Resident Speakout**

(a) Jonathan Edelson – Chair, Oakland Mills Community Association Village Board of Directions – Spoke about transparency between Columbia Association and the village community associations, specifically noting CA's position on HB 1060 and the timing of CA's notification to the villages that CA would not be casting its votes in the April 2022 village elections.

(b) Nina Basu – President and CEO, Inner Arbor Trust – Announced the State of Maryland had committed to a three-year, \$3 million investment in Symphony Woods for capital funding. The Howard County Executive has included \$850,000 for the Inner Arbor Trust in his FY 23 operating budget.

(c) Skye Anderson – Hickory Ridge – Concerned about CA not casting votes in the April 2022 village elections.

## 5. (Consent) Agenda - Amended

(a) Approval of Minutes – March 24, 2022 Board of Directors Meeting.

**Action:** Mr. Stack moved to approve the draft minutes of the March 24, 2022 Board of Directors meeting, seconded by Mr. Boulton. Mr. Boulton noted his name was misspelled throughout much of the draft and requested that the spelling be corrected. A “Find and Replace” will be used to make the correction. The draft minutes with the requested change were approved unanimously.

## 6. Board Votes

(a) Minority Business Enterprise Program Policy Provisions

**Action:** Ms. Horn moved that the Board of Directors accept the edits to the Minority Business Enterprise Program Policy Provisions as provided. Ms. Duvall seconded the motion.

Ms. Boyd clarified that there were two decision points for the Board consideration on April 28 – (i) the proposed changes in the overall goal (the red-lined changes in the policy) and (ii) the proposed inclusion of subgoals in the policy. Discussion centered on changing the word “subgoals” to “metrics.”

Ms. Evans then suggested the Board have a single vote covering the two suggested components of the policy: one on the proposed, red-lined changes to the policy and one to change the word “subgoals” to “metrics.” Ms. Horn accepted Ms. Evans’ suggestion as a friendly amendment to her original motion on the table.

Another suggestion was made to delete the threshold percentages from the proposed changes. Concern was expressed that the threshold percentages should stay within the proposed changes so CA could compare its results to those of Howard County.

**Action:** Ms. Evans called the question. The amended motion passed by a vote of 7-3-0.

For: Mr. Stack and Mmes. Duvall, Eagan, Evans, Horn, Vaughan, and Zaret

Against: Messrs. Boulton and Greenberg and Ms. Thomas

Abstain: None

(b) Proposed FY 2022 Funding – Emergency Cash Reserves

**Action:** Mr. Stack moved that the Board of Directors accept staff recommendation to add \$3.133 million to the Emergency Cash Reserve Fund. Ms. Duvall seconded the motion.

Mr. Boulton inquired about his request that the Board of Directors be notified if the Emergency Cash Reserve Fund was utilized. Ms. Evans noted the topic on which the Board was voting was the amount of the addition to the Emergency Cash Reserve Fund, not a change in the policy regarding dispersal of its funds. That topic will be added to the Proposed New Topics list.

Ms. Zaret asked the origin of funding in future fiscal years. Ms. Krabbe confirmed that staff would come to the Board of Directors to request additional funding.

**Action:** Ms. Evans called the question. The motion passed unanimously.

(c) Recommendation from Board Subcommittee on Advisory Committees

**Action:** Mr. Stack moved that the Board adopt the seven recommendations from the Board Subcommittee on Advisory Committees, which had been first posted on April 8, 2022. Ms. Horn seconded the motion.

Mr. Greenberg reported that one advisory committee was concerned about being in the User-focused Advisory Committee group, and not having a Board liaison in the future. Ms. Evans clarified that Board members could still be involved with advisory committees in this group, but these advisory committees would be primarily staff- and user-driven. Mr. Stack noted the recommendation that meeting dates and meeting minutes be published to give Board members information. A Board Member is invited to attend any advisory committee meeting in which they are interested.

Ms. Thomas asked if the three-reading rule should be invoked for this topic. Ms. Evans replied that the topic was not significant enough to be subject to the three-reading rule. Ms. Thomas also felt the village boards, whom she felt were impacted by the recommendations, need more time to review them. She also felt the advisory committees should be given more time to review. Ms. Evans indicated the review was for Board members. Ms. Vaughan noted that the reason for discussion and recommendation was because Board becomes a road block to these committees making progress and impact, which was her experience in serving for two years on advisory committee previously. The timing was not brought up as concern during the work session.

**Action:** Ms. Thomas then made a motion that the topic be tabled until a future meeting. Mr. Greenberg seconded Ms. Thomas' motion.

Ms. Zaret then asked how many Board members who were liaisons to an advisory committee had an opportunity to discuss the recommendations with their committee(s). One liaison replied affirmatively. Ms. Zaret felt the advisory committees should be given an opportunity to provide feedback.

Mr. Stack pointed out there were no fundamental changes to the way in which advisory committees work. No changes to committee membership are proposed; rather the Board is being removed from a couple of advisory committees. The recommendations are "Board-focused" not "Committee-focused" and do not have any impact on how committees operate. Mr. Stack also pointed out that one of the recommendations included more Board action, in that the Board was being to review three of the advisory committee charters.

**Action:** Ms. Zaret referred to Recommendation 7. Ms. Zaret proposed a friendly amendment to Recommendation 7 to have each advisory committee itself debrief the Board, President/CEO, and staff during the year, with one advisory committee present per meeting to answer questions and improve communications.

**Action:** Ms. Evans called for a vote on Ms. Thomas' motion to table the topic until a future meeting. The motion failed by a vote of 4-6-0.

For: Mr. Greenberg and Mmes. Eagan, Thomas, and Zaret

Against: Messrs. Boulton and Stack; and Mmes. Duvall, Evans, Horn, and Vaughan

Abstain: None

**Action:** Ms. Zaret proposed a friendly amendment to Recommendation 7.7 to have each advisory committee itself debrief the Board, President/CEO, and staff during the year, with one advisory committee present per meeting to speak directly to the Board to answer questions and improve communications. Mr. Greenberg seconded Ms. Zaret's friendly amendment. The motion failed by a vote of 4-6-0.

For: Messrs. Boulton and Greenberg; and Mmes. Thomas and Zaret

Against: Mr. Stack; and Mmes. Duvall, Eagan, Evans, Horn, and Vaughan

Abstain: None

**Action:** Mr. Stack proposed an amendment to his original motion regarding adoption of the seven recommendations from the Board Subcommittee on Advisory Committees to eliminate Recommendation 7.7, “CA Board member liaison must report quarterly (in bullet form) to the CA Board on particular Advisory Committee meetings.” Ms. Horn accepted Mr. Stack’s amendment. The motion passed by a vote of 7-3-0.

For: Messrs. Boulton and Stack, and Mmes. Duvall, Eagan, Evans, Horn, and Vaughan  
Against: Mr. Greenberg and Mmes. Thomas and Zaret  
Abstain: None

## 7. Board Discussion

### (a) Revisions to Ethics Policies

Materials were sent to the Board of Directors on March 31 and discussion was held at April 14, 2022 Board work session. Written comments were not required; however, Board members were encouraged to send any comments they might have to the full Board. No changes to the ethics policies will be made until they are discussed by the full Board. One written response was received from a Board member.

Staff was able to incorporate the changes on which consensus was reached at April 14, 2022 work session in the draft via red-line so everyone could see what had changed from March 31 to the most recent version. It was suggested the Board’s discussion focus on substantive changes to the present draft.

**Action:** Ms. Duvall made a motion to waive the three-reading rule to allow the Board to vote on the revisions to the policy at the conclusion of this evening’s discussion due to the risk the organization is facing. Ms. Horn seconded the motion.

Discussion centered on the pros and cons of waiving the three-reading rule and proceeding with a vote on April 28, 2022. A question arose regarding the basis for the updates to the ethics documents. Ms. Boyd stated the policies were being updated to reflect legal, governance, and best practices requirements. Some Board members felt more time was needed to review the proposed revisions in-depth. Others wanted to proceed with a vote to show that CA was serious about its commitment to ethics, with strong ethics policies, in light of the upcoming Compliance Audit being led by the Audit Committee.

Ms. Krabbe noted that CA has reported that the ethics policies are under review and that there have been multiple challenges with the policies and compliance this year in relation to multiple lines of coverage. Ms. Krabbe noted the Board wanted to begin the process to update the ethics policies some time ago, but could not due to the absence of a general counsel. Ms. Krabbe noted that what is being done now is a continuation of the desire to ensure CA has updated and refreshed ethics policies, and would help close the loop with CA’s insurance broker and carriers for several lines of coverage.

**Action:** Ms. Evans called the question. The motion to waive the three-reading rule to allow the Board to vote on the policy revisions on April 28, 2022 failed by a vote of 5-5-0.

For: Mr. Stack, and Mmes. Duvall, Evans, Horn, and Vaughan  
Against: Messrs. Boulton and Greenberg, and Mmes. Eagan, Thomas, and Zaret  
Abstain: None

Mr. Stack suggested the Board focus on major components of the draft policy. These include:

- Should other policies be a part of the Ethics policy?
- Conflicts of interest (page 4)
- Gifts (page 5)
- Duty of Loyalty (page 12)
- Restrictions on Board Member Activity (page 14)
- Public officials

Discussion focused on provisions of the Duty of Loyalty, especially disclosure of confidential information. A question was asked about the difference between confidential information and proprietary information. Examples of proprietary information would be a methodology or technology held in confidence and not known outside of an organization.

A question was asked about a sentence in Audits and Investigations (page 10) regarding possible contact by government auditors or investigators to CA personnel and Board members directly.

A question was asked about the sentence reading “If a policy in these Special Requirements conflicts with the law, you must comply with the law.” The sentence is in blue and is crossed out. Staff will check to see if this sentence was moved to another part of the document. The Board agreed that the sentence should remain in its present location in Section II, Board of Directors – Duties and Responsibilities.

A question was raised about entering into a contract for compensation in excess of \$2,500 on page 14(i). An explanation was provided.

To facilitate future conversations on the ethics policies, Ms. Evans will create a spreadsheet showing section and page numbers, plus an area in which questions can be written and send it to the Board.

A comment was made about “Dismissal of Complaint” on page 23 of the draft. As written, it is the responsibility of one individual to determine whether an investigation is merited. It was suggested that a body of three individuals be responsible for the decision on whether to investigate. Possible members could be the chairs of the Audit and Risk Management Committees. The paragraph will be updated to reflect best practices.

A comment was made on Page 14, (j) re: simultaneously serving on the Board of Directors and as a sworn partisan public officer. Ms. Evans requested that this topic will be added to the spreadsheet.

Inputs to the spreadsheet are due by Tuesday, May 3.

(b) End-of-Year Highlights – Lakey Boyd, President/CEO

Ms. Boyd shared a slide presentation outlining accomplishments in her first year as President/CEO. Topics shared included Major Responsibilities/Leadership Opportunities as President/CEO; President/CEO Goals and Objectives; CA’s Stewardship of Resources; CA’s Relevance as a Key Partner; CA’s Role in Community Engagement; CA’s Next Normal in Operations; and photographs of key moments throughout the year. Ms. Boyd expressed her appreciation for her senior leadership team for their support throughout the year, and noted the accomplishments of other individuals and departments at CA. Compliments on Ms. Boyd’s service in her first year were given by Ms. Evans, Ms. Horn, Ms. Vaughan, and Mr. Stack, who asked that Ms. Boyd share her presentation with the Board.

**8. Questions Only**

(a) President’s Report – A written report was provided. In response to a question from Mr. Boulton, the lead for the website update is in the Marketing Division; however, many other individuals are involved in this project.

Mr. Stack thanked Ms. Duvall, Ms. Eagan, and Ms. Horn for their service on the Board of Directors

(b) Report from the Inner Arbor Trust – A written report was provided. No questions were asked.

(c) Board Priority Review – No discussion.

(d) Tracking Forms

(i) Board Requests – No discussion

(ii) Resident Requests – No discussion

## **9. Proposed New Topics**

- Ms. Thomas – Copy of the MOU agreement with Howard Hughes Corporation and Columbia Association
- Ms. Thomas – Update on what is going on with the Audit Committee request
- Mr. Boulton – Board to be notified if the Emergency Cash Reserves are needed
- Mr. Boulton – Inner Arbor Trust Easement amendments the Board will be doing
- Mr. Boulton – Global Agreement with Inner Arbor Trust, DCAAC, and IMA

## **10. Chairs' Remarks**

Ms. Evans thanked Lakey Boyd for all she brought to Columbia Association in her first year as President/CEO and noted her outstanding End of Year Highlights presentation; Janet Loughran for her assistance; and everyone else who supported Ms. Boyd this year. Ms. Evans also thanked Jessamine Duvall, Lin Eagan, and Tina Horn for their service on CA's Board of Directors and to the community.

## **11. Adjournment**

**Action:** Ms. Thomas made a motion to adjourn, seconded by Ms. Eagan. Hearing no objections, the meeting adjourned at 9:45 p.m.

Respectfully submitted,

Janet F. Loughran  
Executive Assistant to the President/CEO