

**Minutes of the
BOARD OF DIRECTORS MEETING
Held June 23, 2022**

Approved July 28, 2022

Columbia Association's Board of Directors held a hybrid meeting on Thursday, June 23, 2022. Present were Chair Eric Greenberg, Vice Chair Virginia Thomas, and members Dick Boulton, Lakey Boyd (virtual), Brian England (virtual beginning at approximately 7:30 p.m.), Janet Evans, Kevin Fitzgerald, Alan Klein, Bill Santos, Andrew Stack, and Shari Zaret.

1. Call to Order

The Board of Directors Meeting was called to order at 7:20 p.m. by Chair Eric Greenberg. Mr. Greenberg announced the procedures to be used to conduct the meeting, took a roll call of the Board members present, and announced Mr. Klein would be the timekeeper for the meeting.

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

CA's **Architectural Resource Committee** held a closed meeting on June 13, 2022. Members present were Deb Bach, Karina Caico, Susan Sloan, and Carole MacPhee. 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 1:03 p.m. until 2:08 p.m. to discuss new and on-going covenant cases.

The **Audit Committee** held a closed meeting on June 16, 2022. Members present were James Young, Timothy Redmond, Andrew Stack, William Santos, and Kevin Fitzgerald. 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),(iv) – Discussion of matters pertaining to employees and personnel; 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 7:12 p.m. until 8:47 p.m. to review several internal audit reports and to consult with staff personnel on legal matters.

3. Approval of Agenda

Action: Ms. Thomas moved to approve the agenda, seconded by Mr. Fitzgerald. Hearing no objections, the agenda was approved.

4. Verbal Resident Speakout

(a) Anna Lee – Spoke about the Columbia Clippers successful Special Olympics and High School Invitational Meets

(b) Marina Blackman – Oakland Mills – Spoke on behalf of the Oakland Mills High School “Adopt-A-Stream” project

(c) Tonya Aikens – Spoke about collaboration between Columbia Association and the Howard County Public Library System, and specifically mentioned the leadership of CA's President/CEO

(d) David Donovan – Special Olympics – Spoke about positive interaction between Special Olympics, Columbia Clippers, and Columbia Association Aquatics

- (e) Mollie Nelson – Spoke about adult-only swim hours at the Bryant Woods pool
- (f) Mae Beale – Owen Brown – Spoke about the leadership of CA’s President/CEO
- (g) Nina Basu – Inner Arbor Trust - Spoke about upcoming events and the partnership between Columbia Association and the Inner Arbor Trust
- (h) Michael Golibersuch, Chair, Owen Brown Community Association Board of Directors – Spoke about the Lake Elkhorn Stream Mitigation Bank Project
- (i) Sharon Boies – Spoke about the Lake Elkhorn Stream Mitigation Bank Project

5. Consent Agenda

The minutes of the May 26, 2022 Board of Directors meeting were approved by consent. The village in which one participant in Resident Speakout resided was incorrectly listed as Harper’s Choice. It was corrected to Hickory Ridge.

6. Board Votes

(a) President/CEO’s FY 2023 Goals and Objectives

Action: Ms. Evans moved to approve the President/CEO’s FY 2023 Goals and Objectives as presented. Mr. Stack seconded the motion.

Ms. Thomas moved that Goal No. 4, “CA’s Next Normal in Operations” and its four sub-goals be replaced with “Board Relations and Communications and External Communication with Residents” with six objectives. Mr. Fitzgerald seconded the motion.

The President/CEO noted, for the record, that no discussion about concerns with her goals and/or a possible change in one or more of them had taken place at the June 9 work session, and also noted that she had not received a copy of the proposed changes. The President/CEO pointed out that she was attending virtually; did not have access to one of the hard copies of the proposed goal being distributed by Ms. Thomas; and could not comment on the proposed goal. Discussion by Board members focused on the late entry of the change, and the lack of time to review and discuss that change prior to voting.

Action: Mr. Stack moved to table the suggested change until the work session on July 14, 2022. Ms. Evans seconded the motion. Mr. Greenberg took a rollcall vote, and the motion was approved by a vote of 10-0-0.

For: Messrs. Boulton, England, Fitzgerald, Greenberg, Klein, Santos, and Stack; and Mmes. Evans, Thomas, and Zaret

Against: None

Abstain: None

(b) Proposed FY 2023 Charges – Advisory Committees

Action: Mr. Klein moved that all the charters be approved in a single vote, seconded by Ms. Thomas.

Action: Ms. Thomas moved that the Board approve the suggested name change of the Millennial Advisory Committee to the Next Generation Advisory Committee, as proposed by the Committee Vice Chair in an email dated June 16, 2022. Mr. Klein seconded the motion. Discussion focused on whether the Vice Chair of the Millennial Committee should go back to the Committee and get a formal vote from Committee members to change the name. Board members felt that would be appropriate, and Ms. Thomas withdrew her motion.

Action: Mr. Stack called the Board’s attention to a proposed charge from the Climate Change and Sustainability Advisory Committee that included the words “marginalized communities.” Mr. Stack moved

that the words “marginalized communities” be changed to “the Village of Wilde Lake” since the charge was directed to it. Mr. Boulton seconded the motion.

Discussion focused on whether the charge should be worded to encourage expansion of the work beyond Wilde Lake.

Action: Mr. Stack modified his motion to add the words “As a pilot project” at the beginning of the sentence, as well as to change the words “marginalized communities” to “the Village of Wilde Lake.” Mr. Boulton seconded the modified motion. Mr. Greenberg called the question. The modified motion was approved by a vote of 7-3-0.

For: Messrs. Boulton, England, Fitzgerald, Greenberg, Santos, and Stack; and Ms. Zaret

Against: Mr. Klein and Mmes. Evans and Thomas

Abstain: None

Action: Mr. Greenberg called for a vote on the motion to approve the charters in a single vote, and took a rollcall of the Board. The motion was approved by a vote of 10-0-0.

For: Messrs. Boulton, England, Fitzgerald, Greenberg, Klein, Santos, and Stack; and Mmes. Evans, Thomas, and Zaret

Against: None

Abstain: None

(c) **Village Excess Cash Reserves Exception**

Action: Ms. Evans made a motion to approve the Village Excess Cash Reserves Exception, as item 6(c) in the agenda packet. Mr. Stack seconded the motion.

Discussion focused on two amendments proposed by the Town Center Village Board of Directors – (i) inclusion of FY 2019 expenses and (ii) exclusion of FY 2021 excess charge share for all Villages of \$291,000 paid to all villages in a proportionate amount in April 2021. Ms. Krabbe referred to her responses contained in a memorandum to CA’s Board of Directors dated June 22, 2022, which was added to the agenda packet. CA staff did not recommend that FY 2019 be part of the calculation, and also recommended that the FY 2022 annual charge share grant be excluded, but not the FY 2021 increase. Specific reasons for CA staff’s recommendations are outlined in the June 22 memo.

Mr. Greenberg clarified that the motion on the table was to approve the recommendation for FY 2022 excess cash reserves as outlined in Ms. Krabbe’s memorandum to CA’s Board of Directors dated June 3, 2022 and presented at the June 9, 2022 CA Board of Directors work session.

Action: The question was called and Mr. Greenberg took a rollcall of the Board votes. The motion was approved by a vote of 6-3-1.

For: Messrs. Boulton, England, and Stack; and Mmes. Evans, Thomas, and Zaret

Against: Messrs. Greenberg, Klein, and Santos

Abstain: Mr. Fitzgerald

7. **Board Discussion**

(a) **Draft Ethics Policy Discussion**

Mr. Klein offered two comments on the draft policy. He suggested that gender-specific pronouns be changed to gender-neutral pronouns; and disagreed with the recommendation contained in Section IV, Paragraph D, paragraph 3 regarding a Board Member, who has been terminated or removed as a result of substantiated unethical or inappropriate business conduct, being permanently banned from serving on behalf of CA. Mr. Klein felt the decision should be left to the villages, and suggested the reference to Board Members be removed from paragraph 3.

Discussion centered on whether the Board Policy Subcommittee could have a draft available for discussion in July. Given the current schedule for posting and work session/meeting schedules in July, it is likely this topic will advance to the September work session and meeting.

(b) **Board Policies Compilation**

Ms. Zaret provided an update, noting that the Board Policies Subcommittee is grouping policies with other documents such as the charter, bylaws, strategic plans, and HOA rules and regulations to which the policies connect. The Subcommittee is also organizing policies into categories. Ms. Zaret noted the desire to have a searchable database to make document retrieval easier. As work continues, the Subcommittee will come back to the Board with recommendations regarding further action.

8. **Questions Only**

Board Retreat – The Board discussed a possible retreat, perhaps in late August/early September, to lead into the September work session and meeting. Suggestions included having a 3-4 hour evening event, with an outside facilitator and dinner. Topics could include what has been done well from May-August; improvements needed; and lessons learned from May-August. Messrs. Klein and Stack agreed to facilitate planning and follow-up with the President/CEO and Board on details such as a date, engaging a facilitator, determining the scope of the discussion, etc.

Other topics mentioned were the Columbia Speaker Series; the increase in memberships in May 2021; the status of the MOU between HRD and CA regarding musical events at the Lakefront; the MOU clarifying the relationship between CA and the Columbia Clippers; Board members and their family members in attendance at the Kings Contrivance Village 45th Birthday celebration; and CA Board members' attendance at events at different villages;

9. **Proposed New Topics**

No topics were proposed.

10. **Chair's Remarks**

Mr. Greenberg thanked Messrs. Klein and Stack for their work on the Board Retreat, and Board members for their time at the meeting.

11. **Adjournment**

Action: Ms. Thomas made a motion to adjourn, seconded by Mr. Boulton. Hearing no objections, the meeting adjourned at 9:10 p.m.

Respectfully submitted,

Janet F. Loughran
Board Operations Coordinator