

**Minutes of the
BOARD OF DIRECTORS MEETING
Held November 10, 2022**

Approved December 8, 2022

Columbia Association’s Board of Directors held a hybrid meeting on Thursday, November 10, 2022. Present were Chair Eric Greenberg, Vice Chair Virginia Thomas, and members Dick Boulton, Lakey Boyd, Brian England, Janet Evans, Alan Klein, Bill Santos, and Andy Stack (virtual). Shari Zaret was not in attendance. Other attendees included General Counsel Michael W. Aniton; Senior Vice President/CFO Susan Krabbe; Vice President, Community Programs and Services Dan Burns; and Vice President, Community Operations Dennis Matthey.

1. **Call to order**

The Board of Directors Meeting was called to order at 7:02 p.m. by Chair Eric Greenberg. Mr. Greenberg announced the procedures to be used to conduct the meeting and took a roll call of the Board members present.

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

The **Audit Committee** held a closed meeting on October 27, 2022 at CA Headquarters. Committee members present were James Young, Timothy Redmond, Andrew Stack, and William Santos. All Board members were specifically invited to this meeting; those in attendance were Eric Greenberg, Virginia Thomas, Dick Boulton, Lakey Boyd, Brian England, Janet Evans, Alan Klein (by telephone), and Shari Zaret. The vote to close the meeting was 3-0-0. (Messrs. Young, Santos, and Stack voted. Mr. Redmond arrived after the vote was taken.)

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 6:03 p.m. until 6:59 p.m. for review of an external audit report and consultation on legal matters.

3. **Approval of Agenda**

Action: Ms. Thomas moved to approve the agenda, seconded by Mr. Klein.

Action: Mr. Boulton proposed an amendment to include a five-minute discussion to get an update of the Inner Arbor Trust (IAT) funding. Mr. Klein seconded Mr. Boulton’s amendment. Hearing no objection to the amendment, Chair Greenberg added a 7(d) to the agenda for the IAT funding topic under Board Discussion.

Action: Ms. Thomas put forth an amendment to add two minutes of discussion on the agenda under 7 (e) to talk about how CA votes or uses its votes in Village elections and clarify if everyone is on the same page about the process. Mr. Boulton seconded the amendment.

Ms. Evans questioned the ability of the Board to form a consensus in two minutes and opposed having the discussion without input from the Villages. Ms. Boyd commented that the staff was already acting on the process agreed upon at the last meeting. Mr. Klein said discussion was needed for clarity. Ms. Thomas stated that purpose of discussion was also to establish a specific deadline as to action would be taken. Through a show of hands, Ms. Thomas’s amendment to add two more minutes to the agenda passed 6-2-0.

For: Messrs. Boulton, England, Greenberg, Klein, and Santos; and Ms. Thomas

Against: Ms. Evans and Mr. Stack

Abstain: None

After hearing no objection, the amended agenda with two more topics of discussion added under 7d and 7e passed.

4. **Verbal Resident Speakout**

- (a) Sharon Boise – Protect Our Streams – spoke virtually about opposition to Lake Elkhorn Stream restoration project and discontent about the public discussion regarding the status of Ms. Boyd’s position at CA.
- (b) Eric Kusmaul – Columbia Aquatics Committee – spoke in-person about CA’s anti-nepotism policy, ethics clause, and in support of Ms. Boyd.
- (c) Skye Anderson – Clary’s Forest – spoke in-person about Board overreach and Veteran’s Day.
- (d) Martin Oltmanns – CA Team Members – spoke in-person and praised Ms. Boyd’s leadership.
- (e) Philip Dodge – Downtown Columbia Partnership – spoke in-person about Board micromanagement and Ms. Boyd’s accomplishments.
- (f) Amy Brooks – Oakland Mills resident – spoke in-person about positive experiences with Ms. Boyd and CA staff.
- (g) Willie Flowers – NAACP Howard County – spoke in-person to compliment Ms. Boyd and voice appreciation of her efforts in the community.
- (h) Christie Lassen – Harper’s Choice resident – spoke virtually about history of the Board, Board micromanagement, and appreciation of Ms. Boyd’s efforts.
- (i) Beverly White-Seals – Community Foundation of Howard County – spoke in person to request a grant from CA for \$120,000 and to urge the Board and CA President to work together.
- (j) Rebecca Beall – Harper’s Choice Community Association – spoke virtually and read a letter supporting Ms. Boyd.
- (k) Kevin McAliley – Wilde Lake Community Association – read a letter in-person praising performance of Ms. Boyd.
- (l) Ira Brody – Inner Arbor Trust – spoke in-person to request FY23 grant check and to have the IAT grant included in the FY24 CA budget.
- (m) Richard Bannister – spoke virtually to thank Board for listening to opposition to Lake Elkhorn stream restoration project and trying to educate themselves about it.
- (n) Dan Burns – CA Senior Leadership Team – spoke in-person and read a letter in support of Ms. Boyd.
- (o) Alison Hickson – Columbia Festival of the Arts – spoke virtually to praise Ms. Boyd.
- (p) Michael Golibersuch – Owen Brown Community Association – spoke virtually and read a letter supporting Ms. Boyd.

5. [Consent Agenda](#)

- (a) Approval of Closed Meeting Minutes – September 19, 2022; September 29, 2022 – Approved by consent.

6. [Board Votes](#)

- (a) [Revised Draft President/CEO Evaluation Process](#)

Action: Mr. Boulton moved to approve the Evaluation process, seconded by Brian England.

Action: Mr. Santos moved to amend 4a of the Draft Evaluation Policy to replace the word “anonymously” with the word “open”. Ms. Evans seconded the motion.

Ms. Thomas opined that the vote should be confidential to prevent leaks. Ms. Boyd commented that the vote should not be anonymous because each person should stand behind their assessment. Mr. Boulton said the Board would be talking amongst themselves before their votes, giving members the opportunity to voice their opinions.

Mr. Greenberg called the question to approve Mr. Santos’ amended motion and took a rollcall vote. The motion failed by a vote of 4-4-0.

For: Messrs. England, Santos and Stack; and Ms. Evans
 Against: Messrs. Boulton, Klein and Greenberg; and Ms. Thomas
 Abstain: None

Mr. Greenberg then called a vote on approval of the evaluation process. The motion passed 7-1-0.

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

Abstain: None

7. Board Discussion

(a) Presentation – Proposed Howard County General Plan Update

Amy Gowan, director of the Howard County Department of Planning and Zoning, gave the presentation.

Board members asked many questions including questions about target engagement goals; definitions of equity, enhance and strengthen; multifamily neighborhood groupings; zoning changes, Columbia open space categorization; plan relationship to covenants, villages and village activity centers, missing middle-income housing, and tiny houses.

Ms. Gowan encouraged Board members to read the General Plan when it is available. The draft plan is expected to be released after Thanksgiving. Once the plan is released, public input will be accepted from December 2022 until January 2023.

After the plan is adopted, comprehensive rezoning will be the next step. A final approved plan is expected by the end of July 2023.

(b) Board FY24 Budget Discussion (draft operating budget and capital project allocations, community survey results)

Explaining that time and staff were limited to answer some of the broader budget questions submitted to CA by the Board, Ms. Krabbe and Ms. Boyd asked Board members to be more specific about the information needed.

Some Board members requested information about individual positions, number of employees and FTEs. Ms. Boyd stated that there are currently 800 CA employees and providing that information would be a significant staff effort and that FTEs get developed later in the budget process. Mr. Greenberg said some of the broader questions should be scoped down.

While some Board members stressed the desire to have information on specific positions, the departments CA has, and the number of new hires, other Board members emphasized that creating a budget did not require that kind of detailed information. Some Board members and CA staff pointed out that the pre-budget workbook the Board received provided a great deal of CA operational information.

In response to questions about outside consultants, Ms. Krabbe said the consulting dollars are included in the financial quarterly reports and explained when and why CA hires outside consultants. Ms. Boyd asked if Ms. Krabbe's explanation answered the Board members' consultant questions sufficiently. Mr. Greenberg repeated Ms. Boyd's question to the Board and no one responded with clarifying questions.

While some Board members wanted to know specific items impacted by inflation or a few of the top items to discuss with constituents, other Board members voiced that because of the spikes and variability of items affected by inflation, talking about costs being up in general might be a better approach.

There was some confusion about the format of the questions and why individual Board members were not identified in the requests, specifically when clarifications were requested by staff on some of the questions. Several Board members supported adding some grants back to the budgets, especially for the Inner Arbor Trust and the Community Foundation of Howard County. One Board member recommended reviewing the grant policy before resuming them.

Board members and CA staff also discussed whether to decide and vote on the annual charge cap and annual charge rate at the December 8, 2022 BOD meeting. Some Board members advocated for determining the cap and annual charge rates in December rather than in early 2023.

Messrs. Matthey and Burns and Ms. Krabbe answered additional Board members questions about the budget, and Mr. Greenberg instructed the Board to submit any specific requests for budget changes to him. Ms. Krabbe advised the Board to review the assumptions made by the staff made in preparing the pre-budget document and be ready to vote on December 8, 2022 on whether those assumptions are what the Board wants to see in the draft budget.

(c) CA's Operational Anti-Nepotism Personnel Policy

General Board consensus – leave current policy in place.

(d) Inner Arbor Trust

Mr. Boulton inquired about the status of CA's grant to the Inner Arbor Trust (IAT). Ms. Krabbe responded staff will work on drafting the grant agreement; once the agreement is signed by all parties, CA will issue the check, a process which could take four weeks. Ms. Krabbe added that even though IAT's April 30, 2022 financial audit has not been submitted in compliance with the easement agreement, IAT has met the conditions set by the last CA Board of Directors. There were questions about how quickly IAT would receive the check and Ms. Krabbe pointed out that she had only received the full information to meet the condition of release on Monday from CA's Board Chair. Ms. Krabbe also asked for clarification during this discussion that she was in a CA Board meeting, not an IAT Board meeting.

(e) CA's Votes in Village Elections

Ms. Thomas asked for clarification on next steps to produce a draft procedure outlining the process by which CA casts its votes in village elections. Mr. Aniton stated he conducted an initial review of the draft procedure submitted by Mr. Greenberg and has concerns about inaccuracies. Mr. Aniton emphasized he wants to ensure he has input from the Village boards of directors before he prepares a document for the Board's consideration. Ms. Thomas asked when the process would be completed and suggested it be done by January 2023 at the latest. Mr. Aniton said he could not give an exact date for completion since it includes coordinating with the 10 villages, but will give the Board updates on his progress.

8. Questions Only

(a) Pre-Filed State and County Legislation

No questions were asked.

9. Proposed New Topics

None

10. Chair's Remarks

Mr. Greenberg thanked Kevin Fitzgerald, who recently resigned as the representative from Town Center, for his service on the Board. Mr. England agreed to take Mr. Fitzgerald's place at the November 28, 2022 BOC meeting when asked by the Chair. Mr. Greenberg stated that he emailed the process for appointing a new CA Board member to the other Board members after receiving questions and comments about the appointment process. A count was taken of Board members who would be available on November 28 for a special meeting of the Members of Columbia Association to ensure a quorum for the vote.

11. Adjournment

Action: Ms. Thomas moved to adjourn the meeting, seconded by Mr. Greenberg. Hearing no objections, the meeting was adjourned at 11:09 p.m.

Respectfully submitted,

Wendy Trilling
Recording Secretary