

**Minutes of the  
BOARD OF DIRECTORS MEETING  
Held March 24, 2022**

Approved April 28, 2022

Columbia Association's Board of Directors held a hybrid meeting on Thursday, March 24, 2022. Present were: Chair Janet Evans, Vice Chair Virginia Thomas, and members Dick Boulton, Jessamine Duvall, Lin Eagan, Eric Greenberg, Christine (Tina) Horn, Andrew Stack, Ashley Vaughan and Shari Zaret and CA President Lakey Boyd. Also in attendance were CA Senior Vice President Susan Krabbe, Vice President of Community Operations Dennis Matthey, Vice President of Community Programs and Services Dan Burns, and Director of Finance/Treasurer, Lynn Schwartz.

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.
  - (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 to the meeting materials available on the CA website.
  - (d) The Timekeeper was Ms. Vaughan.

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

**The Risk Management Committee** held a closed virtual meeting on March 10, 2022 at 6:30 p.m. Members present were Lakey Boyd, Tina Horn, Jessamine Duvall, Ashley Vaughan, and Susan Krabbe.

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 6:30 p.m. until 7:00 p.m. to discuss the general liability self-insurance program and specific incidents and claims.

**The Audit Committee** held a closed meeting on March 21, 2022. Members present were James Young, Timothy Redmond, Andrew Stack, Dick Boulton, and Eric Greenberg. 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)(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 8:05 p.m. until 8:57 p.m. to review several audit reports and consult with staff personnel on legal matters.

### 3. Approval of the Agenda

**Action:** Ms. Thomas moved to approve the agenda. Mr. Greenberg seconded the motion, which was approved unanimously.

### 4. Verbal Resident Speakout

(a) Sherman Howell - African American Coalition of Howard County – Spoke about the proposed revisions to CA’s MBE policy

### 5. Consent Agenda

The following items were approved by consent:

(a) Approval of Minutes - February 24, 2022 Board of Directors Meeting

(b) Approval of the Hickory Ridge Representative to the Senior Advisory Committee

### 6. Board Votes

(a) Wooden Guardrails Easement

**Action:** Mr. Stack moved to approve the easement for replacing and maintaining the wooden guardrails on CA property, Ms. Eagan seconded the motion. Ms. Evans asked for any opposition, and hearing none, the motion was approved unanimously.

(b) Public Sewer Easement and Private Storm Drain and Pathway Easements for the Medical Office Building

**Action:** Ms. Eagan moved to approve the easements and Mr. Stack seconded the motion.

Ms. Thomas proposed an amendment to the easement agreement to say all public activities and events scheduled to occur on the building property that are not medical in nature shall be coordinated with the CA Lakefront activities so as to complement each other and avoid conflict. Mr. Boulton seconded the motion to add Ms. Thomas’s amendment to the easement agreement.

Ms. Zaret suggested further amending Ms. Thomas’s amendment to add a phrase about a coordinated calendar which Ms. Thomas accepted.

Discussion focused on how events could be coordinated and whether CA should commit to providing a coordinating calendar and whether the language about coordinating events should be added directly to the easement agreement. Ms. Boyd recommended providing a Memo of Understanding (MOU) along with the easement agreement instead of changing the easement agreement.

#### **Actions:**

Mr. Boulton withdrew his support of Ms. Thomas’s amendment to Ms. Eagan’s motion.

Ms. Thomas withdrew her amendment to Ms. Eagan’s motion.

Ms. Evans asked if anyone opposed creating an MOU addressing coordinating events on the Medical Office Building property that would accompany the easement agreements, and hearing none, the motion passed unanimously.

Ms. Evans then asked if anyone objected to approving the Public Sewer Easement and Private Storm Drain and Pathway Easements for the Medical Office Building with the

amendment to provide an MOU, and since there was none, the motion passed unanimously.

(c) Potential Terms of Dispersal for the Inner Arbor Trust

**Action:** Mr. Boulton moved that the condition for release of the funds be based on receiving audited financial statements for 2019, 2020 and 2021. Mr. Greenberg seconded the motion.

Ms. Horn offered an amendment to Mr. Boulton's motion to include two more conditions suggested by Board members at the March 10, 2022 Work Session and outlined in an email Ms. Evans sent to the Board members. The additional conditions were: Inner Arbor Trust (IAT) being in full compliance with all previous grant agreements and full compliance with the Merriweather Park at Symphony Woods Park Protection Guidelines. Ms. Duvall seconded the motion. The Board voted against the amendment by a vote of 4-6-0.

For: Mr. Stack and Mmes. Horn, Duvall, and Vaughan

Against: Messrs. Boulton and Greenberg and Mmes. Eagan, Evans, Thomas, and Zaret

Abstain: None

Ms. Thomas asked Mr. Boulton if the terms of dispersal should include a plan for the completion of FY 2022 audited financials. Mr. Boulton agreed that he meant to include the FY 2022 audited financials in his original motion.

**Action:** After Ms. Evans took a roll call vote, Mr. Boulton's original motion with the addition of IAT providing an estimated timeline for FY 2022 audited financials passed unanimously.

## 7. Board Discussion

### (a) Minority Business Enterprise Program Policy Provisions

- (i) Senior Vice President and CFO Susan Krabbe submitted and presented the revisions to CA's Minority Business Enterprise policy previously requested by the Board. The revisions were developed by CA staff and the Board subcommittee comprised of Ms. Horn, Ms. Vaughan and Ms. Zaret.
- (ii) Some of the proposed changes to the MBE policy include increasing the overall goal, creating sub-goals, annual reporting in September, and tracking and reporting on success metrics.
- (iii) How can new goals be met? Are they realistic goals?  
Ms. Krabbe responded: By making goals a higher priority for CA with more outreach, engagement, and one-on-one meetings with vendors.
- (iv) When asked if using the county population of minorities versus the number of minority businesses would be better, Ms. Krabbe explained that using the county population would reduce the representation of minorities.
- (v) Board members suggested looking at the federal registration of MBE businesses, re-assessing goals as population makeup changes, and adding recommendations to MBE current policy with tracking.

### (b) Grants Policy

- (i) The Board received the current Grants policy for discussion about possible updates. Several long-term Board members described how and why the current policy was developed.
- (ii) Board members recommended giving grants to non-profits only, looking at whole structure of policy and refining, making the application and reporting process more stringent for groups requesting larger grants, basing grants on CA income, and aligning grant policy with strategic plans and goals. The Chair requested Board members send her their suggestions.
- (c) Financial Reports and Updates  
Ms. Krabbe submitted the FY 2022 Financial Report (via online link) and FY 2022 Financial Statements to the Board.
- (d) Dashboard  
Dan Burns, Vice President, Department of Community Programs and Services, submitted a report on the FY 2022 Third Quarter Dashboard Metrics and focused his discussion on the highlights of the Clarabridge Wellbeing 2022 Survey.

## **8. Questions Only**

- (a) There were no questions or discussion about the President's Report, the Inner Arbor Trust Report, the Board Priority Review or the Tracking forms.
- (b) Ms. Thomas asked questions about the State and County legislation report regarding **HB 93 – Candidates for Offices of Municipalities and Common Ownership Communities - Reports of Donations and Disbursements**; Ms. Boyd responded that she would provide answers when General Counsel Michael Aniton returns.

## **9. Proposed New Topics**

None

## **10. Chair's Remarks**

Ms. Evans announced upcoming Board events.

## **11. Adjournment**

**Action:** Ms. Thomas made a motion to adjourn, seconded by Mr. Boulton. Hearing no objections, the meeting was adjourned at 9:08 p.m.

Respectfully submitted,

Wendy Trilling  
Recording Secretary