

**Minutes of the  
ORGANIZATION MEETING OF  
COLUMBIA ASSOCIATION'S  
BOARD OF DIRECTORS  
Held: May 12, 2022**

Approved: September 22, 2022

The organizational meeting of Columbia Association's Board of Directors was held on Thursday, May 12, 2022. Participating in the meeting were Dick Boulton, Lakey Boyd, Brian England, Janet Evans, Kevin Fitzgerald, Eric Greenberg, Alan Klein, Bill Santos (joined at approximately 8:08 p.m.), Andrew Stack, Virginia Thomas, and Shari Zaret.

1. **Call to Order**: The Board of Directors Meeting was called to order at 7:40 p.m. by Columbia Association (CA) FY 2022 Board Chair Janet Evans. Ms. Evans took roll call of the Board members present and announced the procedures to be used to conduct the meeting.
2. **Approval of Agenda**:  
**Action**: Ms. Thomas moved to approve the agenda, seconded by Mr. Greenberg. Hearing no objections, the agenda was approved.
3. **Election of Chair and Vice Chair of the CA Board of Directors**  
Ms. Zaret nominated Mr. Greenberg to be Chair of the Board of Directors. Ms. Evans nominated Mr. Stack to be Chair of the Board of Directors. Each candidate made a statement regarding his focus if elected to the position.

Paper ballots were distributed to the Board members at CA Headquarters. Ms. Loughran, board operations coordinator, described the process to send an electronic ballot to virtual attendees and to verify and collect the virtual votes. After consulting with Mr. Michael Aniton, CA general counsel, both Mr. Boulton and Mr. England received an electronic ballot.

Mr. Greenberg was elected Chair of the FY 2023 CA Board of Directors and conducted the rest of the Board meeting.

Mr. Fitzgerald nominated Ms. Thomas to be Vice Chair of the Board of Directors. Ms. Zaret seconded the nomination. Hearing no additional nominations and no objections, Ms. Thomas was elected Vice Chair of the FY 2023 CA Board of Directors.

**Role of Parliamentarian**

The Board Chair noted he had served six months on CA's Board of Directors and expressed a desire to elect a Parliamentarian to help the Board follow policies and procedures. Ms. Thomas made a motion to establish a role of Parliamentarian, seconded by Mr. Fitzgerald.

Discussion centered on the duties of the position. Mr. Greenberg envisioned someone who would help interpret CA's charter, by-laws, policies, and procedures, and provide guidance if needed. Concern was expressed as to whether Board members would accept guidance of a Parliamentarian, and whether the Parliamentarian could remain impartial if a Board member was selected for that role. Some Board members felt the Parliamentarian should be a staff member rather than a Board member. It was also suggested that the Parliamentarian head a subcommittee to review the Board's policies and procedures to

ensure they were accessible to the public, and to make recommendations regarding how the Board is functioning and what, if anything, needs to be changed.

In order to give the Board more time to discuss and define the role, Mr. Klein suggested the topic be tabled. Mr. Greenberg made a motion to table the discussion, seconded by Mr. Fitzgerald. The motion passed by a vote of 8-0-0.

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

Against: None

Abstain: None

#### 4. **Appointments to Committees**

**Audit Committee:** Ms. Jackie Tuma, director of audit and advisory services, read the charter of the Audit Committee to clarify the role of committee members. Messrs. Fitzgerald, Santos, and Stack volunteered to be members. Hearing no other nominations, they were appointed to serve as members of the FY 2023 Audit Committee.

**Risk Management Committee:** Ms. Susan Krabbe, senior vice president/CFO, gave an overview of the responsibilities of the Risk Management Committee. Ms. Krabbe noted that the committee handles extremely sensitive and personal information, and conducts itself in accordance with agreements with third parties. Messrs. Boulton and Klein, and Ms. Evans volunteered to be members of the Risk Management Committee.

In accordance with her duties as a long-time officer of the corporation, senior vice president, and Risk Management Committee Chair, Ms. Krabbe requested that the Board of Directors not select Mr. Klein to serve on the Committee. Ms. Krabbe noted Risk Management Committee members have access to extremely sensitive, personal identifiable information of individuals, including Columbia Association employees and individuals holding memberships. The information is expected to be maintained and used in accordance with Columbia Association's ethics policies. Ms. Krabbe felt Mr. Klein disqualified himself from consideration by his non-transparent and long-time refusal to abide by CA's ethics policies for at least four years and other previous ethics violations.

Mr. Klein stated he never refused to conduct himself in accordance with those policies and never didn't conduct himself in accordance with those policies. Rather, he refused to sign a statement saying that he would. He felt these were two different things. Mr. Klein also indicated his disagreement with how CA's then Board of Directors handled his case.

Ms. Krabbe cited the behavior she observed and experienced from Mr. Klein; and felt it was her responsibility to speak up on behalf of the individuals trusting CA with these circumstances and the organizations expecting a certain code of behavior. Mr. Krabbe noted her decision to speak was an independent initiative and was quite difficult; and she felt it was important to make that clear to the Board.

Mr. Boulton expressed his personal opinion and vouched for Mr. Klein, stating that Mr. Klein was one of the most honorable people Mr. Boulton knew and one of the most ethical and moral people on CA's Board. Mr. Boulton felt Mr. Klein's supposed violation was taken totally out of proportion and characterized Mr. Klein as being totally trustworthy. Mr. Boulton was appalled at the way Mr. Klein was treated not only while Mr. Klein was on the Board, but after the Board, and when he was running for re-election.

Mr. England also supported what Mr. Boulton stated. Mr. England provided his personal opinion and said he had known Mr. Klein for many, many years and found the idea that Mr. Klein was unethical to be totally ridiculous.

Ms. Thomas stated she felt this was a difficult situation, in that someone was being condemned before they had done anything. She felt she could not go along with what was being discussed and urged the Board to move forward.

Mr. Greenberg noted there were three open positions on the Risk Management Committee and three volunteers for those positions. Ms. Evans stated that Mr. Greenberg, as Chair, needed to represent the organization and consider the concerns raised by Ms. Krabbe, CA's CFO. Mr. Greenberg duly noted Ms. Evans' concerns and asked if there was a motion to appoint Messrs. Boulton and Klein and Ms. Evans to the Risk Management Committee. Mr. Klein responded "so moved."

Mr. Stack pointed out that the Chair of the Board is responsible for appointing Board members to committees, and that a motion was not needed. Board members may request to be appointed to a committee; however, it is the Chair's decision to make the appointment. Mr. Greenberg took a roll call vote to get a sense of the Board regarding the combined appointment of Messrs. Boulton and Klein and Ms. Evans to the Risk Management Committee. The responses were as follows:

In Favor: Messrs. Boulton, England, Fitzgerald, Greenberg, and Klein; and Ms. Thomas  
Against: Mr. Stack and Ms. Evans  
Abstain: Mr. Santos and Ms. Zaret

Messrs. Boulton and Klein and Ms. Evans were appointed to serve named as members of the FY 2023 Risk Management Committee.

5. **[Selection of Columbia Association Representatives to the Inner Arbor Trust Board of Directors](#)**  
Ms. Boyd gave an overview of the Inner Arbor Trust and its role in the community. Messrs. Boulton and Fitzgerald volunteered to serve as Columbia Association's two representatives to the Inner Arbor Trust Board of Directors. Hearing no additional nominations and no objections, Messrs. Boulton and Fitzgerald were selected to the two open positions.
4. **[Appointments to Committees \(cont'd\)](#)**  
**[Board Operations Committee](#)**: Mr. Greenberg read the dates of the four meetings of the Board Operations Committee in FY 2023. He will send a suggested list of the Board members serving on the BOC at each meeting date. If a Board member cannot serve on a designated date, s/he is asked to find a replacement.

#### **[Board Member Liaisons to Advisory Committees](#)**

Mr. Greenberg noted that in FY 2022 Board liaisons were needed to 11 advisory committees. Based on the decision made at the April 28, 2022 Board of Directors meeting, Board liaisons are needed for 7 advisory committees in FY 2023. In response to a question from Mr. Klein, the remaining 4 advisory committees (Aquatics, Golf, Health and Fitness, and Tennis) are primarily staff-driven since they are an integral part of the programs and services offered by Columbia Association. Board attendance at their meetings is encouraged, and a list of meeting dates, agendas, and approved meeting minutes will be made available.

Board liaisons were named to the following advisory committees:

Topic-Focused Advisory Committees

Climate Change & Sustainability Advisory Committee	Ginny Thomas
Columbia Art Center Advisory Committee	Janet Evans
International & Multicultural Advisory Committee	Alan Klein
Watershed Resident Advisory Committee	Shari Zaret

Community Engagement-Focused Advisory Committees

Millennial Advisory Committee	Bill Santos
Senior Advisory Committee	Ginny Thomas
Teen and Middle School Advisory Committee	Eric Greenberg

6. Reappointment of Officers of Columbia Association

Ms. Thomas moved that the Board of Directors adopt the resolution reappointing the following slate of officers of Columbia Association. Mr. Fitzgerald seconded the motion. Hearing no objections, the slate of officers as presented was approved.

The officers are:

Lakey Boyd	President/CEO
Susan Krabbe	Vice President and Secretary
Mary Lynn Schwartz	Treasurer
Don Van Deusen	Assistant Secretary

7. List of Dates for BOD Work Sessions and Meetings in FY 2023

Mr. Greenberg reviewed the list of dates for Board of Directors work sessions and meetings in FY 2023. Ms. Thomas moved that the Board accept the dates for Board work sessions and meetings in FY 2023, seconded by Mr. Stack.

Ms. Thomas asked if the advisory committees knew they were scheduled to present their annual reports on May 26, 2022. Ms. Boyd confirmed they were aware of the date and all had been invited to the meeting. Presentations from the 11 advisory committees in FY 2022 are expected to comprise the majority of the meeting time.

Mr. Klein asked if the four advisory committees which will not have a Board liaison in FY 2023 would give an annual report in the future. Ms. Boyd confirmed they would not, unless the Board chose to invite them to do so. She also confirmed that approved minutes from their meetings would be available.

Hearing no objections from the Board, the list of dates for BOD work sessions and meetings in FY 2023 was accepted.

Closing Remarks from Mr. Greenberg Prior to Adjournment

Mr. Greenberg offered closing remarks prior to the adjournment of the meeting.

8. Adjournment

Mr. Klein made a motion to adjourn the meeting, seconded by Ms. Thomas. The meeting adjourned at 8:35 p.m.

Respectfully submitted,

Janet F. Loughran  
Board Operations Coordinator