

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

To be 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.

52 (b) Nina Basu – President and CEO, Inner Arbor Trust – Announced the State of Maryland had committed to a  
53 three-year, \$3 million investment in Symphony Woods for capital funding. The Howard County Executive has  
54 included \$850,000 for the Inner Arbor Trust in his FY 23 operating budget.  
55

56 (c) Skye Anderson – Hickory Ridge – Concerned about CA not casting votes in the April 2022 village elections.  
57

58 **5. (Consent) Agenda - Amended**

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

60 **Action:** Mr. Stack moved to approve the draft minutes of the March 24, 2022 Board of Directors meeting,  
61 seconded by Mr. Boulton. Mr. Boulton noted his name was misspelled throughout much of the draft and  
62 requested that the spelling be corrected. A “Find and Replace” will be used to make the correction. The draft  
63 minutes with the requested change were approved unanimously.  
64

65 **6. Board Votes**

66 (a) Minority Business Enterprise Program Policy Provisions

67 **Action:** Ms. Horn moved that the Board of Directors accept the edits to the Minority Business Enterprise  
68 Program Policy Provisions as provided. Ms. Duvall seconded the motion.  
69

70 Ms. Boyd clarified that there were two decision points for the Board consideration on April 28 – (i) the  
71 proposed changes in the overall goal (the red-lined changes in the policy) and (ii) the proposed inclusion of  
72 subgoals in the policy. Discussion centered on changing the word “subgoals” to “metrics.”  
73

74 Ms. Evans then suggested the Board have a single vote covering the two suggested components of the  
75 policy: one on the proposed, red-lined changes to the policy and one to change the word “subgoals” to  
76 “metrics.” Ms. Horn accepted Ms. Evans’ suggestion as a friendly amendment to her original motion on the  
77 table.  
78

79 Another suggestion was made to delete the threshold percentages from the proposed changes. Concern was  
80 expressed that the threshold percentages should stay within the proposed changes so CA could compare its  
81 results to those of Howard County.  
82

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

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

85 Against: Messrs. Boulton and Greenberg and Ms. Thomas

86 Abstain: None  
87

88 (b) Proposed FY 2022 Funding – Emergency Cash Reserves

89 **Action:** Mr. Stack moved that the Board of Directors accept staff recommendation to add \$3.133 million to  
90 the Emergency Cash Reserve Fund. Ms. Duvall seconded the motion.  
91

92 Mr. Boulton inquired about his request that the Board of Directors be notified if the Emergency Cash  
93 Reserve Fund was utilized. Ms. Evans noted the topic on which the Board was voting was the amount of the  
94 addition to the Emergency Cash Reserve Fund, not a change in the policy regarding dispersal of its funds.  
95 That topic will be added to the Proposed New Topics list.  
96

97 Ms. Zaret asked the origin of funding in future fiscal years. Ms. Krabbe confirmed that staff would come to  
98 the Board of Directors to request additional funding.  
99

100 **Action:** Ms. Evans called the question. The motion passed unanimously.  
101  
102  
103

104 (c) Recommendation from Board Subcommittee on Advisory Committees

105 **Action:** Mr. Stack moved that the Board adopt the seven recommendations from the Board Subcommittee  
106 on Advisory Committees, which had been first posted on April 8, 2022. Ms. Horn seconded the motion.  
107

108 Mr. Greenberg reported that one advisory committee was concerned about being in the User-focused  
109 Advisory Committee group, and not having a Board liaison in the future. Ms. Evans clarified that Board  
110 members could still be involved with advisory committees in this group, but these advisory committees  
111 would be primarily staff- and user-driven. Mr. Stack noted the recommendation that meeting dates and  
112 meeting minutes be published to give Board members information. A Board Member is invited to attend any  
113 advisory committee meeting in which they are interested.  
114

115 Ms. Thomas asked if the three-reading rule should be invoked for this topic. Ms. Evans replied that the topic  
116 was not significant enough to be subject to the three-reading rule. Ms. Thomas also felt the village boards,  
117 whom she felt were impacted by the recommendations, need more time to review them. She also felt the  
118 advisory committees should be given more time to review. Ms. Evans indicated the review was for Board  
119 members. Ms. Vaughan noted that the reason for discussion and recommendation was because Board  
120 becomes a road block to these committees making progress and impact, which was her experience in serving  
121 for two years on advisory committee previously. The timing was not brought up as concern during the work  
122 session.  
123

124 **Action:** Ms. Thomas then made a motion that the topic be tabled until a future meeting. Mr. Greenberg  
125 seconded Ms. Thomas' motion.  
126

127 Ms. Zaret then asked how many Board members who were liaisons to an advisory committee had an  
128 opportunity to discuss the recommendations with their committee(s). One liaison replied affirmatively. Ms.  
129 Zaret felt the advisory committees should be given an opportunity to provide feedback.  
130

131 Mr. Stack pointed out there were no fundamental changes to the way in which advisory committees work.  
132 No changes to committee membership are proposed; rather the Board is being removed from a couple of  
133 advisory committees. The recommendations are "Board-focused" not "Committee-focused" and do not have  
134 any impact on how committees operate. Mr. Stack also pointed out that one of the recommendations  
135 included more Board action, in that the Board was being to review three of the advisory committee charters.  
136

137 **Action:** Ms. Zaret referred to Recommendation 7. Ms. Zaret proposed a friendly amendment to  
138 Recommendation 7 to have each advisory committee itself debrief the Board, President/CEO, and staff  
139 during the year, with one advisory committee present per meeting to answer questions and improve  
140 communications.  
141

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

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

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

146 Abstain: None  
147

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

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

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

154 Abstain: None  
155

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

160 For: Messrs. Boulton and Stack, and Mmes. Duvall, Eagan, Evans, Horn, and Vaughan  
161 Against: Mr. Greenberg and Mmes. Thomas and Zaret  
162 Abstain: None  
163

## 164 7. Board Discussion

### 165 (a) Revisions to Ethics Policies

166 Materials were sent to the Board of Directors on March 31 and discussion was held at April 14, 2022 Board  
167 work session. Written comments were not required; however, Board members were encouraged to send any  
168 comments they might have to the full Board. No changes to the ethics policies will be made until they are  
169 discussed by the full Board. One written response was received from a Board member.  
170

171 Staff was able to incorporate the changes on which consensus was reached at April 14, 2022 work session in  
172 the draft via red-line so everyone could see what had changed from March 31 to the most recent version. It  
173 was suggested the Board’s discussion focus on substantive changes to the present draft.  
174

175 **Action:** Ms. Duvall made a motion to waive the three-reading rule to allow the Board to vote on the  
176 revisions to the policy at the conclusion of this evening’s discussion due to the risk the organization is  
177 facing. Ms. Horn seconded the motion.  
178

179 Discussion centered on the pros and cons of waiving the three-reading rule and proceeding with a vote on  
180 April 28, 2022. A question arose regarding the basis for the updates to the ethics documents. Ms. Boyd  
181 stated the policies were being updated to reflect legal, governance, and best practices requirements.  
182 Some Board members felt more time was needed to review the proposed revisions in-depth. Others wanted  
183 to proceed with a vote to show that CA was serious about its commitment to ethics, with strong ethics  
184 policies, in light of the upcoming Compliance Audit being led by the Audit Committee.  
185

186 Ms. Krabbe noted that CA has reported that the ethics policies are under review and that there have been  
187 multiple challenges with the policies and compliance this year in relation to multiple lines of coverage. Ms.  
188 Krabbe noted the Board wanted to begin the process to update the ethics policies some time ago, but could  
189 not due to the absence of a general counsel. Ms. Krabbe noted that what is being done now is a continuation  
190 of the desire to ensure CA has updated and refreshed ethics policies, and would help close the loop with  
191 CA’s insurance broker and carriers for several lines of coverage.  
192

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

195 For: Mr. Stack, and Mmes. Duvall, Evans, Horn, and Vaughan  
196 Against: Messrs. Boulton and Greenberg, and Mmes. Eagan, Thomas, and Zaret  
197 Abstain: None  
198

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

- 200 • Should other policies be a part of the Ethics policy?
- 201 • Conflicts of interest (page 4)
- 202 • Gifts (page 5)
- 203 • Duty of Loyalty (page 12)
- 204 • Restrictions on Board Member Activity (page 14)
- 205 • Public officials
- 206

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

211  
212 A question was asked about a sentence in Audits and Investigations (page 10) regarding possible contact by  
213 government auditors or investigators to CA personnel and Board members directly.  
214

215 A question was asked about the sentence reading “If a policy in these Special Requirements conflicts with  
216 the law, you must comply with the law.” The sentence is in blue and is crossed out. Staff will check to see if  
217 this sentence was moved to another part of the document. The Board agreed that the sentence should remain  
218 in its present location in Section II, Board of Directors – Duties and Responsibilities.  
219

220 A question was raised about entering into a contract for compensation in excess of \$2,500 on page 14(i). An  
221 explanation was provided.  
222

223 To facilitate future conversations on the ethics policies, Ms. Evans will create a spreadsheet showing section  
224 and page numbers, plus an area in which questions can be written and send it to the Board.  
225

226 A comment was made about “Dismissal of Complaint” on page 23 of the draft. As written, it is the  
227 responsibility of one individual to determine whether an investigation is merited. It was suggested that a  
228 body of three individuals be responsible for the decision on whether to investigate. Possible members could  
229 be the chairs of the Audit and Risk Management Committees. The paragraph will be updated to reflect best  
230 practices.  
231

232 A comment was made on Page 14, (j) re: simultaneously serving on the Board of Directors and as a sworn  
233 partisan public officer. Ms. Evans requested that this topic will be added to the spreadsheet.  
234

235 Inputs to the spreadsheet are due by Tuesday, May 3.  
236

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

238 Ms. Boyd shared a slide presentation outlining accomplishments in her first year as President/CEO. Topics  
239 shared included Major Responsibilities/Leadership Opportunities as President/CEO; President/CEO Goals  
240 and Objectives; CA’s Stewardship of Resources; CA’s Relevance as a Key Partner; CA’s Role in Community  
241 Engagement; CA’s Next Normal in Operations; and photographs of key moments throughout the year. Ms.  
242 Boyd expressed her appreciation for her senior leadership team for their support throughout the year, and  
243 noted the accomplishments of other individuals and departments at CA. Compliments on Ms. Boyd’s service  
244 in her first year were given by Ms. Evans, Ms. Horn, Ms. Vaughan, and Mr. Stack, who asked that Ms. Boyd  
245 share her presentation with the Board.  
246

247 **8. Questions Only**

248 (a) President’s Report – A written report was provided. In response to a question from Mr. Boulton, the lead for  
249 the website update is in the Marketing Division; however, many other individuals are involved in this project.  
250

251 Mr. Stack thanked Ms. Duvall, Ms. Eagan, and Ms. Horn for their service on the Board of Directors  
252

253 (b) Report from the Inner Arbor Trust – A written report was provided. No questions were asked.  
254

255 (c) Board Priority Review – No discussion.  
256

257 (d) Tracking Forms

258 (i) Board Requests – No discussion

259 (ii) Resident Requests – No discussion

- 260 **9. Proposed New Topics**  
261 • Ms. Thomas – Copy of the MOU agreement with Howard Hughes Corporation and Columbia Association  
262  
263 • Ms. Thomas – Update on what is going on with the Audit Committee request  
264  
265 • Mr. Boulton – Board to be notified if the Emergency Cash Reserves are needed  
266  
267 • Mr. Boulton – Inner Arbor Trust Easement amendments the Board will be doing  
268  
269 • Mr. Boulton – Global Agreement with Inner Arbor Trust, DCAAC, and IMA  
270

271 **10. Chairs' Remarks**

272 Ms. Evans thanked Lakey Boyd for all she brought to Columbia Association in her first year as President/CEO  
273 and noted her outstanding End of Year Highlights presentation; Janet Loughran for her assistance; and everyone  
274 else who supported Ms. Boyd this year. Ms. Evans also thanked Jessamine Duvall, Lin Eagan, and Tina Horn for  
275 their service on CA's Board of Directors and to the community.  
276

277 **11. Adjournment**

278 **Action:** Ms. Thomas made a motion to adjourn, seconded by Ms. Eagan. Hearing no objections, the meeting  
279 adjourned at 9:45 p.m.  
280

281  
282 Respectfully submitted,

283  
284 Janet F. Loughran

285 Executive Assistant to the President/CEO