



October 25, 2016

To: Reg Avery
Dick Boulton
Alan Klein
Milton W. Matthews

From: Andrew C. Stack, Board Chair

cc: Columbia Association Board of Directors
Sheri Fanaroff

Subject: **Board Operations Committee Meeting – Monday, October 31, 2016 at 7:30 p.m. – CA Board Room – 6310 Hillside Court, Suite 100, Columbia, MD 21046**

AGENDA

1. Call to Order
2. Announcement of Closed/Special Meetings Held/To Be Held **1 min.**
3. Approval of Agenda **1 min.**
4. Resident Speakout
5. Approval of Minutes **October 3, 2016** **2 min.**
6. Administrative Items
 - a. Stakeholders Dinners-FY 2017 **20 min.**
7. Finalize Proposed Agendas for upcoming Board of Directors Work Session and Meeting **30 min.**
 - a. Review Draft – November 10, 2016 BOD Work Session
 - b. Review Draft – November 10, 2016 BOD Meeting
8. Review BOC Tracking Form **5 min.**
9. Review Log of Items for Upcoming BOD Work Sessions and Meetings **5 min.**
10. Talking Points **2 min.**
11. Adjournment – Approximately 8:50 p.m.

DRAFT MINUTES
BOARD OPERATIONS COMMITTEE MEETING
HELD: OCTOBER 3, 2016

To be approved October 31, 2016

The regular meeting of the Board Operations Committee was held on Monday, October 3, 2016 at Columbia Association headquarters. Present were BOC members Andrew Stack, Milton W. Matthews, Nancy McCord, and Brian Dunn (arrived at 7:34). Also present were Vice President and CFO Susan Krabbe, General Counsel Sheri Fanaroff, and Chief Staff Liaison Janet Loughran.

1. Call to Order

The meeting was called to order at 7:30 p.m. by the Chairman, Andrew Stack

2. Announcement of Closed/Special meetings Held/To Be Held: None

3. Approval of Agenda

Ms. McCord moved to approve the agenda. Mr. Stack seconded the motion. The motion was approved unanimously.

4. Resident Speakout: No residents were present.

5. Approval of Minutes -Monday, August 29, 2016

Ms. McCord moved to approve the minutes of the August 29, 2016 meeting. Mr. Stack seconded the motion. The vote to approve the minutes was 3-0-1.

For: Messrs. Stack, Dunn and Ms. McCord

Against: None

Abstain: Mr. Matthews

6. Administrative Items

(a) Planning for the President/CEO's Mid-Year Review

Mr. Stack proposed that a closed meeting be held on November 17, 2016 to hold the President/CEO's mid-year review. Mr. Matthews will send a report to the Board members prior to the meeting, and Board members are welcome to send their comments to Mr. Stack.

Action: Hearing no objection, the BOC agreed to hold the closed special meeting on November 17, 2016.

(b) Review Ethics, Conflicts of interest and Whistleblower Policies

(1) Code Business Conduct and Ethics - Mr. Stack stated that no comments were received from Board members on the first three policies. Mr. Stack proposed amending the Ethics policy by adding an executive summary to the beginning.

Action: Ms. McCord moved to approve the proposed Code of Business Conduct and Ethics Policy with the new executive summary and send it to the Board of Directors for discussion. Mr. Dunn seconded the motion. The BOC approved the motion unanimously.

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(2) Conflicts of Interest Policy

The BOC did not make any changes to the policy.

Action: Ms. McCord moved to approve the proposed Conflicts of Interest Policy and to send it to the Board of Directors for further discussion. Mr. Stack seconded the motion. The BOC approved the motion unanimously.

In response to an inquiry from Mr. Matthews, Ms. Fanaroff stated Mr. Dunn did not have to abstain from voting on the Code of Business Conduct and Ethics, Conflicts of Interest, and Whistleblower policies.

(3) Whistleblower Policy

The BOC did not make any changes to the policy.

Action: Ms. McCord moved to approve the proposed Whistleblower Policy and send it to the Board of Directors for further discussion. Mr. Dunn seconded the motion. The BOC approved the motion unanimously.

(4) Code of Business Conduct and Ethics, Conflicts of Interest Policy Special Requirement for Members of the Board of Directors.

Mr. Stack said that Mr. Klein submitted some suggested changes to the proposed policy, which Ms. Fanaroff incorporated into the draft. The changes are shown in red. Mr. Stack also wrote an executive summary to be attached to the draft.

Action: Ms. McCord moved to approve the amended Code of Business Conduct and Ethics, Conflicts of Interest Policy Special Requirement for Members of the Board of Directors, including the executive summary, and send it to the Board of Directors for further discussion. Mr. Matthews seconded the motion.

The vote to approve the motion was 3-0-1.

For: Messrs. Stack, Matthews and Ms. McCord

Against: None

Abstain: Mr. Dunn

7. Finalize Proposed Agendas for upcoming Board of Directors Work Session and Meeting

(a) Review of Proposed Draft- October 13, 2016 Board Work Session

The BOC discussed the draft agenda for the October 13, 2016 Board Work Session and noted the time allocations for items 6(a), CA Board hosts public hearing for additions/deletions to the Conditional FY 2018 Budget; 6(b), Advisory Committees; and 6(c), Overview of the Administrative Services Department are listed as tentative and may change depending on how much time is used for the public budget hearing.

Action: Mr. Dunn moved that agenda for the October 13, 2016 Board Work Session be approved. Mrs. McCord seconded. The BOC voted unanimously to approve the October 13, 2016 Board Work Session agenda.

(b) Review of Proposed Draft- October 27, 2016 Board Meeting

The BOC discussed the draft agenda for the October 27, 2016 meeting and moved item (9), Possible Presentation on Downtown Columbia, higher on the agenda, between current items (5) Resident Speakout and (6) Approval of Minutes – September 22, 2016.

Action: The BOC unanimously agreed to approve the amended October 27, 2016 Board Meeting agenda.

- 96 **8. Review BOC Tracking Form:** The BOC reviewed the Tracking Form.
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98 **9. Review Log of Items for Upcoming BOD Work Sessions and Meetings:** The log was reviewed.
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100 **10. Talking Points:** The Talking Points were read by Recording Secretary Fenise Dunson.
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102 **11. Adjournment:** The meeting adjourned at 7:52p.m.
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105 Respectfully submitted,
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107 Fenise Dunson
108 Recording Secretary



DATE: October 24, 2016
TO: Board Operations Committee
FROM: Janet F. Loughran, Chief Staff Liaison
SUBJECT: Stakeholders Dinners – FY 2017

CA's Board of Directors usually holds four dinners with community stakeholders each fiscal year. Dinners with the following guests have been scheduled and/or are being planned for FY 2017:

- Tuesday, November 22, 2016 – Howard County Executive, Howard County Council, and Howard County State Delegation;
- Thursday, December 15, 2016 – Village Board Chairs and Village Managers;
- Thursday, March 16, 2017 or Monday, March 27, 2017 – Executive Committee of the Howard County Chamber of Commerce Board of Directors; and
- Monday, April 10, 2017 or Thursday, April 20, 2017 – Guests to be determined.

Suggested guests for the April 2017 dinner include the Board of Education and Superintendent of the Howard County Public School System; and the Downtown Columbia Arts and Culture Commission. BOC members are welcome to bring other suggestions for guests to the discussion on October 31.



Agenda – November 10, 2016 BOD Work Session
Draft – As of 10-24-16

November 4, 2016

To: Columbia Association Board of Directors
Advisory Committee Chairpersons
Village Board Chairs
Village Managers
Members of the Press
CA Management

From: Andrew C. Stack, Board Chair

The Columbia Association Board of Directors Work Session will be held on Thursday, November 10, 2016 at 7:30 p.m. at the Columbia Association Building, 6310 Hillside Court, Suite 100, Columbia, MD 21046.

AGENDA

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|---|------------------|
| 1. Call to Order (Announce Directors/Staff in Attendance) | 1 min. |
| 2. Approval of Agenda | 1 min. |
| 3. Resident Speakout | |
| 4. Chairman's Remarks | 3 min. |
| 5. President's Remarks; Follow-Up Questions from the Board Members | 10 min. |
| 6. Work Session Topics | 75 min. |
| (a) Code of Business Conduct and Ethics; Conflicts of Interest Policy; Whistleblower Policy; Code of Business Conduct and Ethics, Conflicts of Interest Policy Special Requirements for Members of the Board of Directors | <i>(40 min.)</i> |
| (b) New Clarabridge Client Management System – Dan Burns | <i>(15 min.)</i> |
| (c) Overview of the Communications and Marketing Department – Norma Heim | <i>(20 min.)</i> |
| 7. Adjournment – Anticipated Ending Time: Approximately 9:15 p.m. | |

Next Board Meeting: November 10, 2016

ARRANGEMENTS FOR AN INTERPRETER FOR THE HEARING IMPAIRED CAN BE MADE BY CALLING 410-715-3111 AT LEAST THREE DAYS IN ADVANCE OF THE MEETING.

CA Mission Statement

Working every day in hundreds of ways to make Columbia an even better place to live, work, and play.

CA Vision Statement

Making Columbia the community of choice today and for generations to come.



Agenda – November 10, 2016 BOD Meeting
Draft – As of 10-24-16

November 4, 2016

To: Columbia Association Board of Directors
Advisory Committee Chairpersons
Village Board Chairs
Village Managers
Members of the Press
CA Management

From: Andrew C. Stack, Board Chair

The Columbia Association Board of Directors Meeting will be held on Thursday, November 10, 2016 at Columbia Association Headquarters, 6310 Hillside Court, Suite 100, Columbia, MD 21046 following the adjournment of the Board Work Session.

AGENDA

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|---|----------------|
| 1. Call to Order (Announce Directors/Staff in Attendance) | 1 min. |
| 2. Announcement of Closed/Special Meetings Held/To Be Held | 1 min. |
| 3. Approval of Agenda | 1 min. |
| 4. Disclosure of Conflicts of Interest | 1 min. |
| 5. Approval of Minutes October 27, 2016 | 2 min. |
| 6. Chairman's Remarks | 3 min. |
| 7. Reports Submitted | |
| (a) Financial Reports - None | |
| (b) Other Reports | |
| 1. Report from the CA Representatives to the Inner Arbor Trust Board of Directors | 5 min. |
| 8. Board Action | |
| (a) Consent Agenda - None | |
| (b) Board Votes | |
| 1. Downtown Columbia Partnership | 30 min. |
| 9. Tracking Forms | 5 min. |
| (a) Tracking Form for Board Requests | |
| (b) Tracking Form for Resident Requests | |
| 10. Talking Points | 2 min. |
| 11. Adjournment – Anticipated Ending Time: Approximately 10:00 p.m. (assuming a start time of 9:20 p.m. after the work session) | |

Next Board Work Session and Board Meeting
Thursday, December 8, 2016 – Board Work Session
Thursday, December 8, 2016 – Board Meeting

ARRANGEMENTS FOR AN INTERPRETER FOR THE HEARING IMPAIRED CAN BE MADE BY CALLING 410-715-3111 AT LEAST THREE DAYS IN ADVANCE OF THE MEETING.

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**FY 17 Tracking Form
Board Operations Committee
October 25, 2016**

	A	B	C	D	E	F	G	H	I
1	Submitted to Committee by (name):	Date sent to Committee	Description of Topic	1st Discussion	Date Due to Board	Extensions	Date sent to CA Board	Recommendation of the Committee	Board Action
2	BOC	5/1/2016	Discuss President/CEO's Proposed Goals and Objectives for FY 17	To be placed on the 7/5/16 agenda.				Discussed on 7/5/16. Vote to be taken at the 8/29/16 BOC meeting. Goals approved 8/29/16.	N/A
3	BOC	5/1/2016	Planning for the President/CEO Mid-Year Review	Discussed on 10/03/16. Review to be held 11/28/16.					
4	BOC	5/1/2016	Planning for the President/CEO Annual Review and Compensation Decision	To be placed on the 1/30/17 agenda.					
5	BOC	5/1/2016	Review General Counsel's recommendations re: Release of Closed Meeting minutes	To be placed on the 4/3/17 agenda.					
6	Chao Wu	5/26/2016	Proposed amendment to the current Board election process to including "counting and announcing the votes" when there is a contested election						
7	BOC	5/31/2016	Noise Issue at Merriweather Post Pavilion	Note: Howard County held a public hearing on 9-20-16 on this issue.					
8	BOD	6/9/2016	Discussion re: establishing an Open Space Advisory Committee						

**FY 17 Tracking Form
Board Operations Committee
October 25, 2016**

	A	B	C	D	E	F	G	H	I
1	Submitted to Committee by (name):	Date sent to Committee	Description of Topic	1st Discussion	Date Due to Board	Extensions	Date sent to CA Board	Recommendation of the Committee	Board Action
9	BOC	8/29/2016	Ethics, Conflicts of Interest, Whistleblower, and Special Requirements-BOD Members Policies	Discussed on 8/29/16. To be discussed further on 10/3/16.					
10	Dick Boulton	8/29/2016	Geese problem						
11	Alan Klein	8/29/2016	Board-level focal point for community outreach						

**Topics for Upcoming BOD
Work Sessions and Meetings - FY 17
As of October 25, 2016**

	A	B	C	D	E	F	G	H
1	Originator	Topic	Date Discussed by BOC	Decision of BOC	Proposed Date for Discussion at BOD Work Session	Result of Discussion at Work Session	Proposed Date for Further Discussion/ Guidance by BOD	Proposed Date for Final Decision by BOD
2	CA Staff (PSC)	New Membership Structure	N/A	N/A	03/10/16	Continue work on proposed changes to membership structures.	3/24/16-Guidance	4/28/2016 - Structure approved with the exception of the Recreation Plus and Senior Aqua Pass proposed plans. Recreation Plus and Senior Aqua Pass Plans to be discussed on 5-26-16. On 5-26-16 BOD did not vote to approve the Req Plus option. Senior Aqua Pass was approved.
3	CA Staff (PSC)	New Rate Structure	N/A	N/A	04/14/16			4/28/2016 - No vote taken. On the agenda for the 5-26-16 BOD mtg. Approved on 5-26-16.
4	CA President/CEO	Demonstration of Live Streaming of BOD Meetings	N/A	N/A	4/14/2016- Postponed. Currently scheduled for January 2017.			

**Topics for Upcoming BOD
Work Sessions and Meetings - FY 17
As of October 25, 2016**

	A	B	C	D	E	F	G	H
1	Originator	Topic	Date Discussed by BOC	Decision of BOC	Proposed Date for Discussion at BOD Work Session	Result of Discussion at Work Session	Proposed Date for Further Discussion/ Guidance by BOD	Proposed Date for Final Decision by BOD
5	BOD	Proposed Guidance to CA Representatives on the Inner Arbor Trust Board of Directors	10/25/15; 1/4/16	Sent to BOD and discussed on 1/14/16. Revised guidelines to be brought back to BOD for further discussion.	04/14/16			4/28/2016 - Approved
6	Alan Klein	Discussion re: Advisory Committees	02/01/16	Discuss further	10/13/2016	Revision suggested for Addendum C.		10/27/2016
7	BOC	Board Work Plan for Calendar Year 2016	01/14/16	Develop work plan for BOD for CY 16	03/10/16	Send suggested work plan to BOD for vote.		3/24/2016 - Amended Work Plan Approved
8	BOD	Change current BOD committee structure and format of BOD meetings	N/A	N/A	02/04/16	BOD to vote on 2/25/16 to approve a trial suspension of operating committees for 2 months. Trial suspension approved. BOC to discuss permanent adoption on 4/4/16 and make recommendation to BOD.		4/24/2016 - Approved
9	Open Space	Howard County Plan to Extend the Managed Deer Hunt Program to CA Open Space	N/A	N/A	N/A			5/26/2016 - Approved
10	Open Space	Discuss Eight Reports from the Facilities Assessment Survey	N/A	N/A	06/09/16			N/A

**Topics for Upcoming BOD
Work Sessions and Meetings - FY 17
As of October 25, 2016**

	A	B	C	D	E	F	G	H
1	Originator	Topic	Date Discussed by BOC	Decision of BOC	Proposed Date for Discussion at BOD Work Session	Result of Discussion at Work Session	Proposed Date for Further Discussion/ Guidance by BOD	Proposed Date for Final Decision by BOD
11	CA President/CEO	Discuss Five Year Rolling Capital Plan	N/A	N/A	06/09/16			N/A
12	Open Space	Howard Hughes Easement Requests	N/A	N/A	06/09/16			6/23/2016 - Approved
13	CA President/CEO	Downtown Columbia Partnership	N/A	N/A	7/14/2016; 9/08/16	To be discussed further during the budget process.		11/10/2016
14	Open Space	Bell Tower Construction Funding Request	N/A	N/A	07/14/16	Funding to be included in future capital budgets for restoring the bell tower.		N/A
15	Open Space	Village Identification Signage Design Guidelines	N/A	N/A	07/14/16	Staff to explore developing consistent signage for villages.		N/A
16	CA President/CEO	Pond Management Strategy	N/A	N/A	09/08/16	Staff to create a list prioritizing the order in which specific ponds should be restored, based upon their current condition. Tentatively scheduled for December Work Session.		TBD

**Topics for Upcoming BOD
Work Sessions and Meetings - FY 17
As of October 25, 2016**

	A	B	C	D	E	F	G	H
1	Originator	Topic	Date Discussed by BOC	Decision of BOC	Proposed Date for Discussion at BOD Work Session	Result of Discussion at Work Session	Proposed Date for Further Discussion/ Guidance by BOD	Proposed Date for Final Decision by BOD
17	CA President/CEO	Veterans Memorial on the Lakefront	N/A	N/A	09/08/16	Staff to draft the actual easement agreement including BOD comments and look at potential sites at the Lakefront. Tentatively scheduled for January 2017.		TBD
18	CA President/CEO	CA Dashboard	N/A	N/A	Tentatively scheduled for December Work Session.			TBD