



November 22, 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, November 28, 2016 at 7:30 p.m. – CA Board Room – 6310 Hillside Court, Suite 100, Columbia, MD**

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 31, 2016** **2 min.**
6. Administrative Items - None
7. Finalize Proposed Agendas for upcoming Board of Directors Work Session and Meeting **30 min.**
 - a. Review Proposed Draft – December 8, 2016 BOD Work Session
 - b. Review Proposed Draft – December 8, 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 8:30 p.m.

DRAFT MINUTES
BOARD OPERATIONS COMMITTEE MEETING
HELD: OCTOBER 31, 2016

To be approved November 28, 2016

The regular meeting of the Board Operations Committee was held on Monday, October 31, 2016 at Columbia Association headquarters. Present were BOC members Andrew Stack, Milton W. Matthews, and Dick Boulton. Also present were Vice President and CFO Susan Krabbe, General Counsel Sheri Fanaroff (arrived at 7:34 p.m.), and Chief Staff Liaison Janet Loughran.

1. Call to Order

The meeting was called to order at 7:31 p.m. by the Chairman, Andrew Stack.

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

3. Approval of Agenda

Mr. Boulton moved to approve the agenda. Mr. Matthews seconded. The motion was approved unanimously.

4. Resident Speakout: No residents signed up for Resident Speakout.

5. Approval of Minutes – Monday, October 3, 2016

Mr. Stack moved to approve the minutes of the October 3, 2016 meeting. Mr. Matthews seconded. The vote to approve the minutes was 2-0-1.

For: Messrs. Stack and Matthews
Against: None
Abstain: Mr. Boulton

6. Administrative Items

(a) Stakeholders Dinners-FY 2017

BOC members discussed potential guests to invite to the April 2017 stakeholders dinner. Suggestions included the Board of Education and Superintendent of the Howard County Public School System, the Downtown Columbia Arts and Culture Commission, and the Asian/Chinese American Organization suggested by Chao Wu. It was noted that Columbia Association has a working relationship with the school system via CA's before and after school care program and that the CA Board had not had a previous dinner with school system representatives.

Action: Mr. Boulton moved to recommend to the Board of Directors that it invite the Board of Education and Superintendent of the Howard County Public School System to the April 2017 Stakeholders Dinner. Mr. Stack seconded the motion. The BOC approved the motion unanimously.

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

(a) Review of Proposed Draft – November 10, 2016 BOD Work Session

The BOC discussed the draft agenda for the November 10, 2016 Board Work Session. It eliminated the overview of the Clarabridge Client Management System as Item 6(b) and substituted a discussion on a temporary bell tower option for the 50th Birthday

49 celebration. It eliminated the overview of the Communications and Marketing
50 Department as Item 6(c) and substituted a discussion on the sound at Merriweather
51 Post Pavilion for 30 minutes.

52 **Action:** Mr. Boulton moved to approve the amended agenda for the
53 November 10, 2016 BOD work session. Mr. Matthews seconded the motion. The BOC
54 approved the motion unanimously.

55

56 **(b) Review Draft – November 10, 2016 BOD Meeting**

57 The BOC reviewed the draft agenda for the November 10, 2016 Board Meeting.

58 **Action:** Mr. Boulton moved to approve the agenda for the November 10, 2016 BOD
59 meeting. Mr. Matthews seconded the motion. The BOC approved the motion
60 unanimously.

61

62 **8. Review BOC Tracking Form:** The BOC reviewed the Tracking Form.

63

64 **9. Review Log of Items for Upcoming BOD Work Sessions and Meetings:** No changes were made.

65

66 **10. Talking Points:** The Talking Points were read by Recording Secretary Fenise Dunson.

67

68 **11. Adjournment:** The meeting adjourned at 8:00 p.m.

69

70

71 Respectfully submitted,

72

73 Fenise Dunson

74 Recording Secretary



Agenda – December 8, 2016 BOD Work Session
Draft – As of 11-18-16

December 2, 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, December 8, 2016 at 7:30 p.m. at the Columbia Association Building, 6310 Hillside Court, Suite 100, Columbia, MD 21046.

AGENDA

- | | |
|--|------------------|
| 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. Work Session Topics | 90 min. |
| (a) Discussion-Amendments to the Code of Conduct and Ethics Policy;
Conflicts of Interest Policy; and Whistleblower Policy | <i>(30 min.)</i> |
| (b) Discussion-Code of Business Conduct and Ethics, Conflicts of Interest
Policy Special Requirements for Members of the Board of Directors | <i>(45 min.)</i> |
| (c) Discussion-50 th Birthday Temporary Bell Tree Option | <i>(5 min.)</i> |
| (d) Letter re: Bikeway | <i>(10 min.)</i> |
| 6. Adjournment – Anticipated Ending Time: Approximately 9:20 p.m. | |

Next Board Meeting: December 8, 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 – December 8, 2016 Board Meeting
Draft – As of 11-21-16

December 2, 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, December 8, 2016 at Columbia Association Headquarters, 6310 Hillside Court, Suite 100, Columbia, MD 21046 following the adjournment of the Board Work Session.

AGENDA

- | | |
|---|------------------|
| 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 November 10, 2016 | 4 min. |
| 6. Reports Submitted | |
| (a) President's Report – "The Year in Review" – Follow-up questions from the BOD | 15 min. |
| (b) Financial Reports | 5 min. |
| 1. FY 17 2 nd Quarter Financial Reports | |
| 2. FY 17 2 nd Quarter Financial Reports | |
| (c) Other Reports | |
| 1. Report from the CA Representatives to the Inner Arbor Trust Board of Directors | 5 min. |
| 7. Board Action | |
| (a) Consent Agenda | |
| 1. | |
| 2. | |
| (b) Board Votes | 30 min. |
| 1. Code of Business Conduct and Ethics Policy; 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>(10 min.)</i> |
| 2. 50 th Birthday Temporary Bell Tree Option | <i>(5 min.)</i> |
| 3. 50 th Birthday Temporary Bell Tree Option – Purchasing Exception | <i>(5 min.)</i> |
| 4. Letter to the State Delegation re: Sound at Merriweather Post Pavilion | <i>(10 min.)</i> |

8. Tracking Forms **10 min.**
 - (a) Tracking Form for Board Requests
 - (b) Tracking Form for Resident Requests
9. Talking Points **2 min.**
10. Adjournment – Anticipated Ending Time: Approximately 10:35 p.m. (*assuming a start time of 9:25 p.m. after the work session*)

Next Board Work Session and Board Meeting
Thursday, January 12, 2017 – Board Work Session
Thursday, January 26, 2017 – 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.

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.

**FY 17 Tracking Form
Board Operations Committee
November 18, 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.			Discussed on 10-27-16 & 11-10-16. Vote on letter scheduled for 12-8-16.		
8	BOD	6/9/2016	Discussion re: establishing an Open Space Advisory Committee						

**FY 17 Tracking Form
Board Operations Committee
November 18, 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 by the BOC on 8/29/16 & 10/3/16.			BOC voted on 10/3/16 to send the four policies to the BOD.	BOD recommended further discussion by the BOD.	11/10/16 BOD Wk Session-Discussion. Amendments request to first 3 policies.
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 November 21, 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. Tentatively scheduled for February 2017.			

**Topics for Upcoming BOD
Work Sessions and Meetings - FY 17
As of November 21, 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 November 21, 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 -Vote to include grant request of \$200,000 in the Conditional FY 18 budget.
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 November 21, 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 the January 2017 BOD Mtg.		TBD
18	CA President/CEO	CA Dashboard	N/A	N/A	Scheduled for the January 2017 Work Session.			TBD
19	BOD Chair	Board Work Plan for Calendar Year 2017	N/A	N/A	Scheduled for the February 2017 Work Session.			
20	CA President/CEO	Minority Business Enterprise Policy	N/A	N/A	Scheduled for the February 2017 Work Session.			
21	BOD	Village Center Revitalization	N/A	N/A	March 9, 2017			
22	BOD	Commercial Covenants	N/A	N/A	March/April 2017			