



December 28, 2016

To: Dick Boulton
Lin Eagan
Gregg Schwind
Milton W. Matthews

From: Andrew C. Stack, Board Chair

cc: Columbia Association Board of Directors
Sheri Fanaroff

Subject: Board Operations Committee Meeting – Tuesday, January 3, 2017 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 **November 28, 2016** **2 min.**
6. Administrative Items **10 min.**
 - a. Two BOD Representatives for the February 27, 2017 and April 3, 2017 Board Operations Committee Meetings
7. Finalize Proposed Agendas for upcoming Board of Directors Work Session and Meeting **30 min.**
 - a. Review Proposed Draft – January 12, 2017 BOD Work Session
 - b. Review Proposed Draft – January 26, 2017 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 8:40 p.m.

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DRAFT MINUTES
BOARD OPERATIONS COMMITTEE MEETING
HELD: November 28, 2016

To be approved January 3, 2017

The regular meeting of the Board Operations Committee was held on Monday, November 28, 2016 at Columbia Association headquarters. Present were BOC members Andrew Stack, Richard Boulton, Milton W. Matthews, Alan Klein, and Reginald Avery. Also present were Board Member Chao Wu, 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 7:33 p.m. by the chairman, Andrew Stack.

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

3. Approval of Agenda

Mr. Avery moved and Mr. Boulton seconded to approve the agenda. Before the vote on the motion, Mr. Klein made a motion to amend the agenda to have a ten-minute discussion on governance topics. Discussion ensued as to whether the issue of governance topics should be discussed at the Board Operations Committee or whether it should be discussed at a Board work session. Mr. Avery seconded Mr. Klein's motion and the question was called.

Action: The Board Operations Committee voted 3-2-0 to amend the agenda to include a ten-minute discussion on governance issues.

For: Messrs. Klein, Boulton, and Avery

Against: Messrs. Matthews, and Stack

Abstain: None

The discussion was added as the new item 8 on the agenda.

Action: Mr. Stack called for a vote to approve the amended agenda. The vote to approve was unanimous.

4. Resident Speakout: No residents were present.

5. Approval of Minutes - October 31, 2016

Mr. Boulton moved to approve the minutes of the October 31, 2016 meeting. Mr. Matthews seconded.

Action: The vote to approve the minutes was 3-0-2.

For: Messrs. Boulton, Stack and Matthews.

Against: None

Abstain: Messrs. Klein and Avery

6. Administrative Items – None

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

(a) Review Draft Agenda-December 8, 2016 Board Work Session

The BOC discussed the draft agenda for the December 8, 2016 BOD Work Session.

Mr. Stack called the BOC's attention to item 5(d), a discussion of a letter of support for the Bikeway proposed by the Horizon Foundation.

49 **Action:** Mr. Boulton moved to approve the draft agenda for the December 8, 2016
50 Board of Directors Work Session. Mr. Avery seconded the motion. The BOC approved
51 the draft agenda unanimously.

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53 **(b) Review Draft Agenda-December 8, 2016 Board Meeting**
54 The BOC reviewed the draft agenda for the December 8, 2016 Board Meeting.
55 Discussion of the letter to the State Delegation re: sound at Merriweather Post Pavilion
56 was moved to Item 7(b)1 and the time allocation was increased to 20 minutes.
57 **Action:** Mr. Boulton moved to approve the amended agenda for the December 8, 2016
58 BOD meeting. Mr. Avery seconded the motion. The BOC approved the motion
59 unanimously.

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61 **8. Added Item: Discussion on Governance topics**
62 Mr. Klein expressed concern that some activities handled by committees under the
63 former governance structure were not being addressed under the new governance
64 structure. These included a mechanism for approving BOC meeting minutes with
65 rotating membership on the Board Operations Committee; designating point person(s)
66 for community outreach; monitoring stakeholders dinners; coordinating BOD member
67 visits to advisory committees; and providing a mechanism for Board members to speak
68 on topics important to them. Mr. Stack said a review of the current governance
69 structure will be a topic for the BOC meeting in February 2017 and will also be discussed
70 at the March 2017 BOD work session. Board members who have comments and/or
71 concerns about the current governance structure are asked to send them to Messrs.
72 Stack and Boulton.

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74 **9. Review BOC Tracking Form:** The BOC reviewed the tracking form.

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

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78 **11. Talking Points:** The Talking Points were read by Recording Secretary Fenise Dunson.

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80 **12. Adjournment:** The meeting adjourned at 8:32 p.m.

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83 Respectfully Submitted,

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85 Fenise Dunson,
86 Recording Secretary



DATE: December 28, 2016

TO: Board Operations Committee

FROM: Janet F. Loughran, Chief Staff Liaison

**SUBJECT: Board Representatives – February 27, 2017 and April 3, 2017
Board Operations Committee Meetings**

In accordance with the CA Board of Directors governing documents approved on April 28, 2016, a rotation schedule for the remaining eight Board members (exclusive of the chair and vice chair) to serve on the Board Operations Committee (BOC) throughout the fiscal year was approved on May 12, 2016.

The approved schedule listed the rotation members for the first eight meetings of the BOC and called for rotation members for the remaining two BOC meetings to be selected later in the fiscal year.

The Board Operations Committee is asked to discuss method(s) in which Board members can be selected for the remaining two BOC meetings in FY 2017 - February 27, 2017 and April 3, 2017 - and to make a recommendation to the Board for approval.

BOARD OPERATIONS COMMITTEE ROLE AND RESPONSIBILITIES

The Board Operations Committee (“BOC”) is responsible for the effective functioning of the CA Board of Directors and for the maintenance and development of the Board-President/CEO working relationship. The Chair of the Board serves as the BOC Chair. The other members of the BOC are the President/CEO, the Vice-Chair of the Board, and two other Board members who will rotate throughout the year. Each Director (other than the Chair and Vice-Chair) will serve on the BOC for a two-month period each fiscal year and then may not serve on the BOC again until each Director has served once. The rotation schedule will be determined by the Board at the organizational meeting of the Board in May. The BOC is accountable for the following:

1. Coordinating the functioning of the Board of Directors and the Audit and Risk Management Committees, recommending revisions to CA Board policies including the Board Governing Mission, Board Values and Responsibilities of a Director, setting Board member performance standards, and monitoring Board member performance.
2. Preparing the agendas for monthly Board work sessions and Board meetings.
3. Recommending revisions in the CA Charter and By-Laws to the Board of Directors in the interest of stronger governance and management of CA affairs.
4. Developing and overseeing implementation of a formal Board member capacity building program, including such elements as orientation of new members, continuing education and training, and a mentoring program pairing new with senior Board members.
5. Recommending revisions to CA’s ethics and conflict of interest policies to comply with the law and best practices, and fulfilling its duties as described in CA’s Policy for Reporting Violations of CA’s Ethics and Conflicts of Interest Policies.
6. Ensuring that the President/CEO position description is updated as necessary to reflect changing CA needs, priorities, and circumstances.
7. Annually negotiating President/CEO performance targets, annually or semi-annually evaluating the President/CEO’s progress in achieving these targets, and recommending the President/CEO’s compensation.
8. Fulfilling such other duties as may be assigned by the Board.



APPOINTMENTS OF DIRECTORS TO BOARD COMMITTEES

FY 17

Audit Committee

Members

Reginald Avery
 Janet Evans
 Nancy McCord
 James Young
 Edward Berman
 Milton W. Matthews
 Jackie Tuma

Resident Expert
 Resident Expert
 President/CEO**
 Chief Staff Liaison**

Risk Management Committee

Chair
 President/CEO
 Member
 Member
 Member
 Resident Expert

Susan Krabbe
 Milton W. Matthews
 Brian Dunn
 Gregg Schwind
 Chao Wu
 Richard Shaw

Board Operations Committee

CA Board of Directors Chair
 CA Board of Directors Vice Chair
 President/CEO

Andrew Stack
 Dick Boulton
 Milton W. Matthews

Board Members* 1 & 2
Tuesday, May 31, 2016 & Tuesday, July 5, 2016

Janet Evans
 Chao Wu

Board Members* 3 & 4
 August 29, 2016 & October 3, 2015

Brian Dunn
 Nancy McCord

Board Members* 5 & 6
 October 31, 2016 & November 28, 2016

Alan Klein
 Reg Avery

Board Members* 7 & 8
Tuesday, January 3, 2017 & January 30, 2017

Gregg Schwind
 Lin Eagan

Board Members* (*to be determined*)
 February 27, 2017

Board Members* (*to be determined*)
 April 3, 2017

Governance Chief of Staff**
 Chief Staff Liaison**

Jane Dembner
 Janet Loughran

*These are Board members other than the Chair and Vice Chair.

**The Governance Chief of Staff and Chief Staff Liaisons attend designated committee meetings, but are not members of the designated committees. The President/CEO attends meetings of the Audit Committee, but is not a member of the Committee.



Agenda – January 12, 2017 BOD Work Session
Draft – As of 12-12-16

January 6, 2017

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, January 12, 2017 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
(Limited to the topics of the work session only, per the “Policy on Conduct of Work Sessions of Board of Directors and Board Committees” adopted by the CA Board of Directors on August 28, 2008) | |
| 4. Chairman’s Remarks | 3 min. |
| 5. President’s Remarks; Follow-Up Questions from the Board Members | 10 min. |
| 6. Work Session Topics | 140 min. |
| (a) First Deliberation on the Conditional FY 18 Budget with proposed additions and deletions from stakeholders | <i>(60 min.)</i> |
| (b) CA Dashboard | <i>(30 min.)</i> |
| (c) Pond Management Strategy | <i>(30 min.)</i> |
| (d) Overview of the Communications and Marketing Department | <i>(20 min.)</i> |
| 7. Adjournment – Anticipated Ending Time: Approximately <u>10:20 p.m.</u> | |

Next Board Meeting: January 26, 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 – January 26, 2017 BOD Meeting
Draft – As of 12-22-16

January 20, 2017

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, January 26, 2017 at 7:30 p.m. at Columbia Association Headquarters, 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. 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. Resident Speakout | |
| 6. Approval of Minutes Nov. 11, 2016 Nov. 28, 2016 Dec. 8, 2016 | 6 min. |
| 7. Chairman's Remarks | 3 min. |
| 8. Reports Submitted | |
| (a) President's Report – See written report – Follow-up questions from the BOD | 15 min. |
| (b) Financial Reports - None | |
| (c) Other Reports | |
| 1. Report from the CA Representatives to the Inner Arbor Trust Board of Directors | 5 min. |
| 2. Mary Kay Sigaty – Overview of the Legislation Approving the TIF and Affordable Housing | 45 min. |
| 9. Board Action | |
| (a) Consent Agenda - None | |
| (b) Board Votes | 25 min. |
| 1. Code of 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. Invitation to Guest Attendees-April 2017 Stakeholders Dinner | <i>(5 min.)</i> |
| 3. CA Dashboard (pending results of the January work session) | <i>(10 min.)</i> |

- 12. Tracking Forms **10 min.**
 - (a) Tracking Form for Board Requests
 - (b) Tracking Form for Resident Requests
- 13. Talking Points **2 min.**
- 14. Adjournment – Anticipated Ending Time: Approximately 9:40 p.m.

Next Board Work Session and Board Meeting
Thursday, February 9, 2017 – Board Work Session
Thursday, February 23, 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
December 28, 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.					Review was held on November 28, 2016.
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.		Board reviewed the draft letter and made edits. The amended letter was sent to the Howard County State Delegation.
8	BOD	6/9/2016	Discussion re: establishing an Open Space Advisory Committee						

**FY 17 Tracking Form
Board Operations Committee
December 28, 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. 12/8/16: BOD approved the suggested amendments and requested formatting changes. BOD vote is scheduled for 1/26/17.
10	Dick Boulton	8/29/2016	Geese problem						
11	Alan Klein	8/29/2016	Board-level focal point for community outreach	To be included as part of the governance structure discussion on 2/2717.					

**Topics for Upcoming BOD
Work Sessions and Meetings - FY 17
As of December 28, 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 February 2017.			

**Topics for Upcoming BOD
Work Sessions and Meetings - FY 17
As of December 28, 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 December 28, 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	6/9/2016			N/A
12	Open Space	Howard Hughes Easement Requests	N/A	N/A	6/9/2016			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	7/14/2016	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	7/14/2016	Staff to explore developing consistent signage for villages.		N/A
16	CA President/CEO	Pond Management Strategy	N/A	N/A	9/8/2016	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 December 28, 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	9/8/2016	Staff to draft the actual easement agreement including BOD comments and look at potential sites at the Lakefront. Tentatively scheduled for February 2017.		TBD
18	CA President/CEO	CA Dashboard	N/A	N/A	1/12/2017			1/26/2017
19	VP & CFO	Minority Business Enterprise Policy	N/A	N/A	2/9/2017			2/23/2017
20	BOD	Village Center Revitalization	N/A	N/A	3/9/2017			
21	BOD	BOD Goals for CY 2017	N/A	N/A	3/9/2017			3/23/2017