



March 28, 2017

To: Dick Boulton
Alan Klein
Nancy McCord
Milton W. Matthews

From: Andrew C. Stack, Board Chair

cc: Columbia Association Board of Directors
Sheri Fanaroff
Susan Krabbe

**Subject: Board Operations Committee Meeting – Monday, April 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 **February 27, 2017** **2 min.**
6. Board Operations Committee Action **1 min.**
 - a. Consent Agenda **1 min.**
 - i. Approval of the General Counsel's Recommendations regarding Release/Non-Release of Closed Meeting Minutes
7. Administrative Items - None
8. Finalize Proposed Agendas for upcoming Board of Directors Work Session and Meeting **30 min.**
 - a. Review Proposed Agenda – April 13, 2017 BOD Work Session
 - b. Review Proposed Agenda – April 27, 2017 BOD Meeting
9. Review BOC Tracking Form **5 min.**
10. Review Log of Items for Upcoming BOD Work Sessions and Meetings **5 min.**
11. Talking Points **2 min.**
12. Adjournment – Approximately 8:30 p.m.

DRAFT MINUTES
BOARD OPERATIONS COMMITTEE MEETING
HELD: February 27, 2017

To be approved April 3, 2017

The regular meeting of the Board Operations Committee was held on February 27, 2017 at Columbia Association headquarters. Present were BOC members Andrew Stack, Milton W. Matthews, Dick Boulton, Reginald Avery, and Janet Evans. 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 7:35 p.m. by the chairman, Andrew Stack.

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

3. Approval of Agenda: Ms. Evans moved and Mr. Avery seconded to approve the agenda. The agenda was approved unanimously.

4. Resident Speakout: None

5. Approval of Minutes -January 30, 2017

Mr. Avery moved to approve the minutes of the January 30, 2017 meeting. Ms. Evans seconded.

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

For: Messrs. Stack and Boulton.

Against: None

Abstain: Messrs. Avery and Matthews and Ms. Evans.

6. Administrative Items: None

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

(a) Review Draft Agenda-March 9, 2017 Board Work Session

The BOC discussed the proposed draft for the March 9, 2017 BOD Work Session. Mr. Stack explained that work session approximate ending time had been extended to ensure adequate time for item 6(a) Presentation-Village Center Revitalization. He also noted information would be provided about an easement request from Howard County for water main installation at the intersection of Broken Land Parkway and Cradlerock Way [item 6(d)].

Ms. Evans asked that an easement summary cover sheet be included with easement request documents that provided the following information:

1. Who is asking for the easement?
2. Why is the easement being requested?

- 45 3. Where is the easement located?
46 4. Are there other options and if so, what are they?
47 5. Who will be impacted by the easement?
48

49 Ms. Evans asked if there would be documentation provided for item 6(b) Review
50 Changes to Board Governance System. Mr. Stack stated that he has started
51 compiling received suggestions and will ask for more board suggestions via
52 email. All suggestions received will be included in the meeting materials packet.
53

54 **Action:** Mr. Avery moved to approve the proposed agenda for the March 9,
55 2017 BOD Work Session. Ms. Evans seconded the motion. The BOC approved
56 the draft agenda unanimously.
57

58 **(b) Review Draft Agenda-March 23, 2017 Board Meeting**

59 The BOC discussed the proposed draft agenda for the March 23, 2017 Board
60 Meeting.

61 **Action:** Ms. Evans moved to approve the draft agenda for the March 23, 2017
62 Board Meeting. Mr. Avery seconded. The BOC approved the draft agenda
63 unanimously.
64

65 **8. BOC Reviewed the Tracking form:** The BOC reviewed the tracking form.
66

67 **9. Review Log of Items for Upcoming BOD Work Sessions and Meetings:** No changes
68 were made.
69

70 **10. Talking Points:** The Talking Points were read by Recording Secretary Fenise Dunson.
71

72 **11. Adjournment:** The meeting adjourned at 7:49 p.m.
73

74
75 Respectfully submitted,

76
77 Fenise Dunson
78 Recording Secretary



Agenda – April 13, 2017 BOD Work Session
Draft – As of 2-8-17

April 7, 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, April 13, 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 | 135 min. |
| (a) Review Changes to Board Governance System (continued from March) | <i>(30 min.)</i> |
| (b) Board Strategic Issues for CY 2017 | <i>(60 min.)</i> |
| (c) Open Space Assessment | <i>(45 min.)</i> |
| 7. Adjournment – Anticipated Ending Time: Approximately 10:15 p.m. | |

Next Board Meeting: April 27, 2017

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 – April 27, 2017 BOD Meeting
Draft – As of 2-9-17

April 21, 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, April 27, 2017 at 7:30 p.m. at Columbia Association headquarters, 6310 Hillside Court, Suite 100, Columbia, MD 21046.

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. Resident Speakout | |
| 6. Approval of Minutes March 23, 2017 | 2 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. |
| 9. Board Action | |
| (a) Consent Agenda | 2 min. |
| 1. Approval of the Board Operations Committee's Recommendations regarding the Release/Non-Release of Closed Meeting Minutes | |
| 2. <i>Approval of Appointments to the Architectural Resource Committee-FY 18 (pending receipt of list of appointments)</i> | |
| 3. | |
| (b) Board Votes | 20 min. |
| 1. <i>Changes to the Board Governance System (pending discussion at the 4-13-17 work session)</i> | <i>(10 min.)</i> |
| 2. <i>Board Strategic Issues for CY 2017 (pending discussion at the 4-13-17 work session)</i> | <i>(10 min.)</i> |
| 3. | |

10. Tracking Forms **2 min.**
 - (a) Tracking Form for Board Requests
 - (b) Tracking Form for Resident Requests
11. Talking Points **2 min.**
12. Entertain a motion to hold a closed meeting of the CA Board of Directors under the Maryland Homeowners Association Act Section 11B-111(4)(i), Discussion of matters pertaining to employees and personnel **2 min.**
13. If the motion is approved, move to a closed meeting.
If the motion is not approved, adjourn.

Next Meetings

**Thursday, May 11, 2017 – Organizational Meetings
Thursday, May 25, 2017 – Board of Directors 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
March 27, 2017**

	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	Discussed on 1/30/17. Form was approved and will be sent to the BOD members in early April.					N/A
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	To be included as part of the governance structure discussion on 3/09/17 & 4/13/17					
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.

**FY 17 Tracking Form
Board Operations Committee
March 27, 2017**

	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
8	BOD	6/9/2016	Discussion re: establishing an Open Space Advisory Committee	On Hold pending the Open Space Assessment presentation on 4-13-17					
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. 1/26/17: BOD voted to approve Boulton versions with changes suggested by CA BOD Chair and CA General Counsel.
10	Dick Boulton	8/29/2016	Geese problem	Open Space will move forward this spring with a new initiative to reduce the number of eggs hatched.	N/A				N/A
11	Alan Klein	8/29/2016	Board-level focal point for community outreach	To be included as part of the governance structure discussion on 3/09/17 & 4/13/17					

**Topics for Upcoming BOD
Work Sessions and Meetings - FY 17
As of March 27, 2017**

	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 5/25/2017.			N/A

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Work Sessions and Meetings - FY 17
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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- Approved
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 March 27, 2017**

	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 - Approved
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. Discussed at the 01/12/2017 Work Session.		N/A

**Topics for Upcoming BOD
Work Sessions and Meetings - FY 17
As of March 27, 2017**

	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	Update - The Veterans Memorial Commission is working with Howard Hughes Corporation to place the veterans memorial on Howard Hughes Corporation property.		N/A
18	CA President/CEO	CA Dashboard	N/A	N/A	1/12/2017			01-26-17 - Approved
19	VP & CFO	Minority Business Enterprise Policy-Sunset Provision	N/A	N/A	2/9/2017 & 3/9/2017			3/23/2017 - Approved
20	President/CEO	Overview-Clarabridge Client Management System	N/A	N/A	2/9/2017			N/A
21	Open Space	Use of FY 15 Capital Funds-Repairs to the Jackson Pond Forebay	N/A	N/A	2/9/2017			2/23/2017 - Approved
22	BOD	Village Center Revitalization	N/A	N/A	3/9/2017			N/A
23	BOD	BOD Goals for CY 2017	N/A	N/A	3/23/2017 & 4/13/2017			4/27/2017
24	BOD	Review Changes to Governance System	N/A	N/A	3/9/2017 & 4/13/2017			4/27/2017
25	BOD	Commercial Covenants	N/A	N/A	N/A - Memo provided by General Counsel			N/A
26	Planning & Community Affairs	Open Space Assessment	N/A	N/A	4/13/2017			N/A