

**Minutes of the
BOARD OF DIRECTORS MEETING
Held: September 11, 2014**

Approved: October 9, 2014

A meeting of the Columbia Association Board of Directors was held on Thursday, September 11, 2014, at the Columbia Association Building. Present were the Chair, Andrew Stack, members Reg Avery, Michael Cornell, Brian Dunn, Jeanne Ketley, Alan Klein, Nancy McCord, Tom O'Connor (via phone), and Russ Swatek. Member Gregg Schwind participated via telephone for part of the meeting and in person for part of the meeting. Also present were CA President/CEO Milton Matthews, Governance Chief of Staff Rob Goldman, and Chief Staff Liaisons Susan Krabbe and Jane Dembner.

1. Call to Order: The Board of Directors Meeting was called to order at 7:32 p.m. by the Chair, Andrew Stack.

2. Announcement of Closed/Special Meetings Held/To Be Held:

The Audit Committee held a closed meeting at the Columbia Association Building on September 10, 2014. Members present were Michael Cornell, Reginald Avery, Edward Berman, James Young, and Gregg Schwind (via telephone). The vote to close the meeting was 5-0-0.

The closed meeting was authorized under the Maryland Homeowners Act, Md. Code, Real Property §11B-111 (4)(i), Discussion of matters pertaining to employees and personnel; and §11B-111 (4)(iv), 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 8:45 p.m. until 9:52 p.m.

3. Approval of Agenda:

Mr. Klein expressed concern about limiting Resident Speakout to 15 minutes on the agenda.

Action: Mr. Cornell moved that the agenda be accepted; Mr. Swatek seconded the motion, which passed.

Vote: 7-1-0

For: Messrs. Avery, Cornell, Dunn, Stack and Swatek, and Mses. McCord and Ketley

Against: Mr. Klein

Abstain: None

4. Disclosure of Conflicts of Interest: The chairman said none were disclosed to him.

5. Resident Speakout:

(a) Jervis Dorton, Oakland Mills, spoke about the final Symphony Woods Park design.

(b) Cy Paumier, Harpers Choice, spoke about the Symphony Woods Park plan.

(c) Bill Santos, Wilde Lake, spoke about the positive aspects of Columbia.

(d) Joan Lancos, Hickory Ridge, spoke about a CA master calendar to coordinate events sponsored by CA and the villages, and Symphony Woods redevelopment.

(e) John Slater, who works in Town Center, spoke about the current plan for Symphony Woods Park.

Mr. Schwind joined the meeting via phone at 7:55 p.m.

6. Approval of Minutes of August 14, 2014

Members requested two changes to the minutes: On Line 37, Mr. Swatek said to substitute “Audit Committee” for “Board of Directors.” On Line 39, Mr. Klein said “young” should be capitalized. **Action:** Mr. Avery moved to approve the minutes of August 14 as amended. Ms. McCord seconded the motion, which passed. Vote: 8-0-1.

For: Messrs. Avery, Cornell, Dunn, Schwind, Stack and Swatek, and Meses. McCord and Ketley
Against: None
Abstain: Mr. Klein

Mr. O’Connor joined the meeting via phone at 8:05 p.m.

7. Chairman’s Remarks:

Mr. Stack said that on September 13, there will be a Bike-About, Wilde Lake picnic and CA Staff Appreciation picnic. The Board will have a work session on September 18 about New Town Zoning, followed by a closed meeting. The Board will have dinner with the Howard County Chamber of Commerce Executive Committee on September 22. The BOC will meet on September 29 to set the agenda for the October Board meeting. On October 2, at Oakland Mills Meeting House, a public health expert will discuss how community design can promote healthy lifestyles. There might be a joint meeting of the Inner Arbor Trust and CA Boards of Directors on October 8.

8. President’s Remarks:

At Mr. Matthews’ request, Mr. Goldman gave a Haven on the Lake update, saying the facility is anticipated to open in early December, hiring has begun and new employee training has been scheduled. Almost 500 members have registered and there are more than 1900 active leads of potential members.

In response to a question from Mr. Swatek about an employee benefits study, Mr. Matthews said that only one vendor responded to an RFP sent to 35 vendors about conducting the study. That vendor will be vetted.

In response to a question from Mr. Cornell, Ms. Dembner said the Lake Kittamaquondi pathway project is expected to be completed in November.

Mr. Matthews also said he:

- Has been nominated for the county’s Economic Development Authority Board of Directors for a term that would run until June 2018.
- Will speak at a Leadership Howard meeting on September 19.
- Expects to select a new Director of Communications and Marketing within the next two weeks.
- Participated in the unveiling of a replica of a painting as part of the Walters Art Museum’s “Off the Wall” exhibition. As a result of a collaboration between CA, Howard County government and the Walters, a replica of “A Fishmonger’s Shop” has been installed at the Lakefront, near the steps beside Clyde’s, and will be there for one year.

9. Committee Chairs’ Reports

- (a) **Board Operations Committee:** Mr. Stack said the next meeting will be held on September 29.
- (b) **External Relations Committee:** Ms. McCord said the Board will have dinner with the Chamber of Commerce Executive Committee at Linden Hall at 6 p.m. on September 22. The committee has not yet scheduled a meeting with School Superintendent Renee Foose.
- (c) **Planning and Strategy Committee:** NONE
- (d) **Strategic Implementation Committee:** Mr. Klein said he is not confident about CA staff’s assurances that noise from Merriweather, Historic Oakland and Whole Foods would not adversely affect patrons at Haven on the Lake.
- (e) **Audit Committee:** Mr. Cornell said the Committee last night reviewed the first quarter financials,

membership data, internal audit reports, etc.

- (f) **CA Representatives to the Inner Arbor Trust Board of Directors:** The next joint meeting between the Columbia Association Board of Directors and the Inner Arbor Trust Board of Directors is scheduled for October 8.

Mr. Schwind joined the meeting in person at 8:20 p.m.

10. Special Topics and Presentations

- (a) Presentation on the Downtown Columbia Bridge Feasibility Study – John Powell, Howard County Office of Transportation and Romaine Kesecker, URS

Mr. Powell and Mr. Kesecker described several potential alternatives to the existing bridge linking Oakland Mills with Downtown Columbia. They said a variety of stakeholders (villages, Bridge Columbia, CA staff, County Council, etc.) helped develop the ideas about possible bridge widths, footprint and building materials. They also said input from the CA Board would be appreciated. A draft report describing various bridge options may be completed within the next month for review by county government, which owns the existing bridge and paid for the study.

11. Committee Agendas

- (a) Planning and Strategy Committee

1. Discussion

- (a) Review the FY 16 Budget Process and Schedule

Ms. Krabbe described a proposed budget process schedule for approval of the CA budget for the second year of a two-year budget cycle. Public work sessions on the budget will be held on November 13 and December 11.

Action: Mr. Swatek moved that the PSC recommend that the Board approve the proposed budget process schedule. Mr. Dunn seconded the motion, which the Committee passed unanimously. Vote: 3-0-0.

- (b) Committee tracking form

- (b) Strategic Implementation Committee

1. Discussion

- (a) Spectrum NG Status Update

Mr. Matthews said CA is still transitioning items from the old membership management system to Spectrum and CA staff members are still being trained on the use of the new platform. Mr. Klein asked about items mentioned in the September 4 memo from CIO Chuck Thompson that seemed inconsistent with what the Board said it wanted, particularly regarding on-line enrollment. Because Mr. Thompson was unable to attend tonight's meeting, Mr. Matthews asked that the Board hold questions until the October 9 Board meeting, which Mr. Thompson is expected to attend.

Mr. O'Connor and Mr. Cornell said CA should fix a problem that prompts the Spectrum/NG system to charge higher renewal rates for members who live in Columbia homes that have Ellicott City and Clarksville addresses. Mr. O'Connor also noted that the system should not allow people who live on outparcels with Columbia addresses to be charged the more favorable prices that are supposed to be available only to Columbia residents.

- (b) Committee tracking form

Mr. Klein wants Inner Arbor reports included in each month's President's Report and asked that this item be included on the Board tracking log.

(c) External Relations Committee

1. Discussion

(a) Approve Appointment of the At-large Representative to the Watershed Advisory Committee

Action: Mr. Cornell moved that the ERC recommend that the Board approve the appointment of Deborah Wessner of Hickory Ridge as the at-large representative to the Watershed Advisory Committee. Ms. Ketley seconded the motion, which the committee passed unanimously. Vote: 3-0-0.

(b) Update on “Columbia Speaks, CA listens”

Mr. Goldman described CA’s efforts to promote the event, enable people to register electronically, plan for transportation and day care for participants, and enable people to participate electronically during the event. He also said a five- to seven-minute video will be available after the event and people will be able to continue providing feedback for an additional 30 days.

Board members agreed to attend advisory committee meetings and report back to the ERC. Staff will report in October about advisory committees’ progress in submitting their annual charge statements.

(c) Committee tracking form

In response to a question from Mr. Klein about a tracking form item, Ms. Dembner said a group of CA staff members will meet on September 24 to develop financial and logistical options for reintroduction of the carillon bells at Lake Kittamaquundi.

d) Board Operations Committee

1. Discussion

(a) Board self-evaluation process

The Board discussed its current evaluation survey and ways to gain more meaningful data about the effectiveness of Board meetings. After discussion, the board decided via a straw poll not to do self-evaluations surveys nor to set aside time the end of each meeting to discuss the effectiveness of the meeting.

(e) Audit Committee Briefing – IRS Forms 990 and 990T – FY2014

Ms. Krabbe presented CA’s Return of Organization Exempt From Income Tax (IRS Form 990) and Exempt Organization Business Income Tax Return (Form 990T). Mr. Klein noted that the 990 shows that CA has three vice presidents and that the female vice president is paid significantly less than the males. Ms. Ketley asked for an explanation of how CA approves grant applications.

Action: Mr. Avery moved that the Audit Committee recommend that the Board approve IRS Form 990. Mr. Schwind seconded the motion, which the Committee approved unanimously. Vote: 3-0-0.

Action: Mr. Avery moved that the Audit Committee recommend that the Board approve IRS Form 990T. Mr. Schwind seconded the motion, which the Committee approved unanimously. Vote: 3-0-0.

12. Recommendations for Board Action

(a) Consent Agenda - None

(b) Recommendations for Action

1. Approval of the FY 16 Budget Process and Schedule.

Action: The board unanimously approved the PSC’s recommendation to approve the FY 16 Budget Process and Schedule. Vote: 10-0-0.

2. Approval of Appointment of At-large Representative to the Watershed Advisory Committee

Action: The Board unanimously approved the ERC's recommendation to approve the Appointment of Deborah Wessner as the At-large Representative to the Watershed Advisory Committee. Vote: 10-0-0.

3. Approval of the IRS Forms 990 and 990T for FY2014

Action: The Board unanimously approved the Audit Committee's recommendation to approve the IRS Forms 990 and 990T for FY2014. Vote: 10-0-0.

13. Reports

(a) FY 2015 1st Quarter Financial Report

(b) FY 2015 1st Quarter Financial Statements

Action: The Board unanimously approved the Audit Committee's recommendation to file the FY 2015 1st Quarter financial report and statements.

14. Tracking Forms:

(a) Tracking Form for Board Requests

Mr. Cornell asked that an update regarding CA's use of pesticides containing neonicitides be added to the Tracking Form.

Mr. Klein asked for the status of updates regarding several tracking form items, including employee stretch goals, potential for a community garden, enhanced audio recording equipment for the Board Room, and quarterly reports from the Inner Arbor Trust.

(b) Tracking Form for Resident Requests

15. Talking Points: Recording Secretary Valerie Montague read the Talking Points.

16. Adjournment: Mr. Avery moved to adjourn the meeting. Mr. Dunn seconded the motion, which was approved by consensus. The meeting was adjourned at 10:40 p.m.

Respectfully submitted,

Valerie Montague
Recording Secretary