

**Minutes of the
BOARD OF DIRECTORS MEETING
Held: June 25, 2020**

Approved: July 23, 2020

A virtual meeting of the Columbia Association Board of Directors was held on Thursday, June 25, 2020. Participating were Chairman Andy Stack, Vice Chair Virginia Thomas, and members Dick Boulton, Renee DuBois, Jessamine Duvall, Lin Eagan, Janet Evans, Alan Klein, Milton W. Matthews, Nancy McCord, and Shari Zaret. Other participants were CA Vice President/CFO Susan Krabbe; General Counsel Sheri Fanaroff; Director, Office of Planning and Community Affairs Kristin Russell; and Senior Community Planner Jessica Bellah.

1. Call to Order: The Board of Directors Meeting was called to order at 7:00 p.m. by Chairman Andy Stack. Mr. Stack read prepared remarks outlining how the meeting would be conducted. He then proceeded with a roll call to determine which Directors were participating. Mr. Stack noted that both video and audio of the virtual meeting were being streamed, enabling anyone using the link to the meeting on CA's website to see and hear the proceedings.

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

CA's **Board of Directors** held a virtual closed meeting on June 4, 2020. Participating were Chairman Andy Stack, Vice Chair Virginia Thomas, and members Dick Boulton, Renee DuBois, Jessamine Duvall, Lin Eagan, Janet Evans, Alan Klein, Milton W. Matthews, Nancy McCord, and Shari Zaret. The vote to close the meeting, which was taken at the May 28, 2020 Board of Directors meeting, was 10-0-0.

For: Messrs. Boulton, Klein, and Stack; and Mmes. DuBois, Duvall, Eagan, Evans, McCord, Thomas, and Zaret

Against: none

Abstain: none

The closed work session was authorized under the Maryland Homeowners Act, Md. Code, Real Property §11B-111(4)(i), Discussion of matters pertaining to employees and personnel. The work session was closed from 7:02 p.m. until 9:32 p.m. to discuss personnel issues related to the FY 2021 operating budget.

The **Audit Committee** held a virtual meeting on June 22, 2020. Members participating were James Young, Timothy Redmond, Dick Boulton, Renee DuBois, and Janet Evans. The vote to close the meeting was 5-0-0.

For: Messrs. Boulton, Redmond, and Young; and Mmes. DuBois and Evans

Against: none

Abstain: none

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 (iv), Consultation with staff personnel, consultants, attorneys, board members, or other persons in connection with pending or potential litigation or other legal matters. The work session was closed from 7:31 p.m. until 8:52 p.m. to review audit reports and consult with staff personnel on legal matters.

CA's **Board of Directors** held a virtual work session on June 24, 2020. Members participating were Chairman Andy Stack, Vice Chair Virginia Thomas, and members Dick Boulton (joined at 6:05 p.m.), Renee Du Bois, Jessamine Duvall, Lin Eagan, Janet Evans, Alan Klein, Milton W. Matthews, Nancy McCord, and Shari Zaret (joined at 6:37 p.m.). The vote to close the work session was 8-0-0.

For: Messrs. Klein and Stack, and Mmes. DuBois, Duvall, Eagan, Evans, McCord, and Thomas

Against: none

Abstain: none

3. Approval of Agenda

Action: Mr. Boulton moved to approve the agenda. Ms. McCord seconded the motion. Prior to the vote, Mr. Klein expressed concern regarding the method being used for Resident Speakout, and the non-streaming of work sessions. The vote to approve the agenda was 9-1-0.

For: Messrs. Boulton and Stack, and Mmes. DuBois, Duvall, Eagan, Evans, McCord, Thomas, and Zaret

Against: Mr. Klein

Abstain: none

4. Resident Speakout:

Chris Toscano, Oakland Mills, spoke about the decision not to open CA's outdoor pools this summer
Joel Hurewitz, Harper's Choice, spoke about not streaming CA's work sessions and e-scooters

5. Consent Agenda:

The following items were approved by consent:

- (a) Approval of Minutes – May 14, 2020 BOD meeting and the May 28, 2020 BOD meeting;
- (b) Appointment of the representative from Oakland Mills to the Watershed Advisory Committee; and
- (c) Talbott Springs Temporary Construction Easement (TCE) and Outfall Easement; and Tamar Drive Roundabout Easement

6. Board Votes

- (a) Policy on E-Scooters

Ms. Bellah reviewed the two policies on which CA's Board of Directors was asked to vote. The first policy would be to update CA's open space policies to treat electric scooters (e-scooters) as electric bicycles in line with Maryland's transportation guidance. The second policy would be to allow commercial e-scooter sharing services to operate on CA's pathways, subject to a license agreement with the parties.

Discussion focused on a number of issues, including how to enforce provisions of the policy such as speed; ensuring e-scooters do not operate on areas designated for pedestrian use only; ensuring e-scooters are not abandoned for lengthy periods on pathways; maintenance of pathways that might be damaged by e-scooters; and indemnification of liability to CA. Some Board members favored a pilot project that would allow e-scooters to operate on pathways in Downtown and Gateway to assess the effects on CA property and other pathway users.

Mr. Bolton made a motion to authorize CA staff to continue to talk with the scooter company and to come back with a proposed contract that CA's Board of Directors could review. Ms. Zaret seconded the motion. Ms. Thomas asked if Mr. Boulton would accept a friendly amendment limiting this to the Downtown and Columbia Gateway areas. After discussion, Ms. Thomas offered an amendment stating "that, however, the area to be covered will be limited to Downtown and Gateway." Mr. Boulton agreed to the friendly amendment.

Mr. Klein proposed an amendment to this proposal that "we add at the beginning the language that is on page 2 of the staff memo entitled 'CA Policy-Electronic Scooter Operations on CA Pathways' (dated May 20, 2020) and we add in points a), b), and c), with the addition in point a) that we add in language that states CA's policy specifically applies the use of privately-owned electronic low-speed scooters." Mr. Stack seconded Mr. Klein's proposed amendment.

Discussion ensued regarding the speed at which e-scooters would or could operate. Attention was called to the "New Policy Language" on the page entitled "CA Board Votes: A) Update on CA open space policy to consider s-scooters as electric bicycles." Under "New Policy Language," Mr. Klein suggested adding "privately owned and operated" between the words "any" and "motorized" and have that amended paragraph be his proposed amendment to Mr. Boulton's original motion.

Action: Mr. Stack called for a vote on Mr. Klein’s amendment to Mr. Boulton’s original motion. The amendment failed by a vote of 5-5-0.

For: Messrs. Klein and Stack, and Mmes. DuBois, Eagan, and Evans
Against: Mr. Boulton and Mmes. Duvall, McCord, Thomas, and Zaret
Abstain: None

Action: Mr. Stack called for a vote on Mr. Boulton’s original motion (to authorize CA staff to continue to talk with the scooter company and to come back with a proposed contract, covering the area of Downtown and Gateway, that CA’s Board of Directors could review). The motion passed by a vote of 9-1-0.

For: Messrs. Boulton, Klein, and Stack, and Mmes. DuBois, Eagan, Evans, McCord, Thomas, and Zaret
Against: Ms. Duvall
Abstain: None

Action: Mr. Stack made a motion that CA’s Board adopt the “New Policy Language” with the addition of “privately owned and operated” between the words “any” and “motorized” in the second sentence. Mr. Klein seconded the motion. The motion failed by a vote of 3-7-0.

For: Messrs. Klein and Stack, and Ms. DuBois
Against: Mr. Boulton and Mmes. Duvall, Eagan, Evans, McCord, Thomas, and Zaret
Abstain: None

Action: Ms. Duvall moved that CA’s Board of Directors adopt the “New Policy Language” as written by CA staff with no changes. Ms. DuBois seconded the motion. The motion failed by a vote of 5-5-0.

For: Messrs. Klein and Stack, and Mmes. DuBois, Duvall, and Eagan
Against: Mr. Boulton and Mmes. Evans, McCord, Thomas, and Zaret
Abstain: None

Action: Ms. Evans made a motion to adopt the “New Policy Language” with language limiting e-scooters to Downtown and Gateway. There was no second to the motion, and a vote was not taken.

(b) Form – Proposed New Topics for Board Discussion

Ms. Thomas moved that CA’s Board of Directors adopt the Proposed New Topics for Board Discussion form proposed by Ms. Evans. Ms. Zaret seconded the motion. Hearing no objections, the form was adopted unanimously.

7. Board Discussion – Future of Columbia Association – Focused on FY 2022

Ms. Zaret led a discussion designed to give direction to CA’s Board of Directors as it plans CA’s post-pandemic future. Discussion centered on identifying CA’s stakeholders; organizational values and foundational principles; accomplishments in the last 20 years; items which CA wished it had accomplished in the last 20 years; and CA’s challenges and opportunities, together with constraints, as it looks to the future. Ms. Zaret will compile the comments and prepare a list of the words heard during the discussion to which the Board can refer as it plans for the future.

8. Chairman’s Remarks

Mr. Stack called attention to his written report. In addition, he noted that staff at the Supreme Sports Club were very friendly and welcoming upon the club’s reopening. Physical distancing measures were in place and visibly noticeable.

9. Reports/Presentations

(a) President’s Report

Mr. Stack called attention to Mr. Matthews’ written report. A question was asked about the timing of the reopening of the Teen Center.

A question was also asked about the \$10 per month fee to freeze a membership. Discussion focused on the timing of the notice, and whether members could cancel a membership and then reactivate it at a later date. Ms. DuBois noted that a motion could be made to waive the three-reading rule, followed by a motion to waive the \$10 per month fee.

Action: Ms. DuBois moved to waive the three-reading rule. The motion was seconded by Ms. McCord. Discussion centered on getting more information about the situation before taking a vote, the financial impact of eliminating the freeze fee, any impact the fee might have on membership retention, and better communication about the rationale for the fee.

Mr. Stack called for a vote on Ms. DuBois' motion to waive the three-reading rule, with the intent of making a second motion to waive the \$10 per month freeze fee. He noted that a two-thirds majority vote would be needed to proceed with the second motion. The motion to waive the three-reading rule failed by a vote of 3-7-0.

For: Mr. Klein and Mmes. DuBois and McCord
Against: Messrs. Boulton and Stack, and Mmes. Duvall, Eagan, Evans, Thomas, and Zaret
Abstain: none

Mr. Stack then asked if anyone was opposed to creating a working group to address communications. In lieu of creating a group that evening, Ms. Zaret will write up her idea using the "Proposed New Topics for Board Discussion" form and submit it for the Board's consideration.

- (b) Report from the CA Representatives to the Inner Arbor Trust Board of Directors – A written report was submitted.
- (c) Financial Reports – None

10. Tracking Forms

- (a) Board Requests – No submissions have been received.
- (b) Resident Requests – No submissions have been received.

11. Proposed New Topics

- (a) Shari Zaret – Communications Working Group
- (b) Nancy McCord – Meeting with the village managers, et al needs to be scheduled

12. Talking Points - Deferred

13. Adjournment: Without objection, the meeting was adjourned at 10:19 p.m.

Respectfully submitted,

Janet F. Loughran
Executive Assistant to the President/CEO